

This form is effective beginning with the January 1 to June 30, 2017 accounting period (2017/1)
 If you are filing for a prior accounting period, contact the Licensing Division for the correct form.

**SA3E
 Long Form**

Return completed workbook by email to:

coplicsoa@loc.gov

For additional information, contact the U.S. Copyright Office Licensing Division at:
 Tel: (202) 707-8150

STATEMENT OF ACCOUNT
for Secondary Transmissions by Cable Systems (Long Form)

General instructions are located in the first tab of this workbook.

FOR COPYRIGHT OFFICE USE ONLY	
DATE RECEIVED	AMOUNT
02/23/2018	\$
	ALLOCATION NUMBER

A Accounting Period	ACCOUNTING PERIOD COVERED BY THIS STATEMENT: 2017/2
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B Owner	<p>Instructions: Give the full legal name of the owner of the cable system. If the owner is a subsidiary of another corporation, give the full corporate title of the subsidiary, not that of the parent corporation List any other name or names under which the owner conducts the business of the cable system <i>If there were different owners during the accounting period, only the owner on the last day of the accounting period should submit a single statement of account and royalty fee payment covering the entire accounting period</i></p> <p><input type="checkbox"/> Check here if this is the system's first filing. If not, enter the system's ID number assigned by the Licensing Division. 040888</p> <p>LEGAL NAME OF OWNER/MAILING ADDRESS OF CABLE SYSTEM Racecar Holdings LLC Wide Open West Cleveland LLC</p> <p style="text-align: right;">04088820172 040888 2017/2</p> <p>7887 E. Belleview Ave., Ste. 1000 Englewood, CO 80111-6007</p>
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C System	<p>INSTRUCTIONS: In line 1, give any business or trade names used to identify the business and operation of the system unless these names already appear in space B. In line 2, give the mailing address of the system, if different from the address given in space B.</p> <table border="1"> <tr> <td style="width: 20px; text-align: center;">1</td> <td>IDENTIFICATION OF CABLE SYSTEM:</td> </tr> <tr> <td style="text-align: center;">2</td> <td>MAILING ADDRESS OF CABLE SYSTEM: <small>(Number, street, rural route, apartment, or suite number)</small> <small>(City, town, state, zip code)</small></td> </tr> </table>	1	IDENTIFICATION OF CABLE SYSTEM:	2	MAILING ADDRESS OF CABLE SYSTEM: <small>(Number, street, rural route, apartment, or suite number)</small> <small>(City, town, state, zip code)</small>
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2	MAILING ADDRESS OF CABLE SYSTEM: <small>(Number, street, rural route, apartment, or suite number)</small> <small>(City, town, state, zip code)</small>				

D Area Served	<p>Instructions: For complete space D instructions, see page 1b. Identify only the first community served below and relist on page 1b with all communities.</p> <table border="1"> <tr> <td>CITY OR TOWN</td> <td>STATE</td> </tr> <tr> <td>Berea</td> <td>OH</td> </tr> </table>			CITY OR TOWN	STATE	Berea	OH
CITY OR TOWN	STATE						
Berea	OH						
First Community	Below is a sample for reporting communities if you report multiple channel line-ups in Space G.						
Sample	CITY OR TOWN (SAMPLE)	STATE	CH LINE UP				
	Alda	MD	A				
	Alliance	MD	B				
	Gering	MD	B				
			SUB GRP#				
			1				
			2				
			3				


Privacy Act Notice: Section 111 of title 17 of the United States Code authorizes the Copyright Office to collect the personally identifying information (PII) requested on this form in order to process your statement of account. PII is any personal information that can be used to identify or trace an individual, such as name, address and telephone numbers. By providing PII, you are agreeing to the routine use of it to establish and maintain a public record, which includes appearing in the Office's public indexes and in search reports prepared for the public. The effect of not providing the PII requested is that it may delay processing of your statement of account and its placement in the completed record of statements of account, and it may affect the legal sufficiency of the filing, a determination that would be made by a court of law.

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LEGAL NAME OF OWNER OF CABLE SYSTEM: Racecar Holdings LLC	SYSTEM ID# 040888	Name			
PRIMARY TRANSMITTERS: TELEVISION					
<p>In General: In space G, identify every television station (including translator stations and low power television stations) carried by your cable system during the accounting period, except (1) stations carried only on a part-time basis under FCC rules and regulations in effect on June 24, 1981, permitting the carriage of certain network programs [sections 76.59(d)(2) and (4), 76.61(e)(2) and (4), or 76.63 (referring to 76.61(e)(2) and (4))]; and (2) certain stations carried on a substitute program basis, as explained in the next paragraph.</p> <p>Substitute Basis Stations: With respect to any distant stations carried by your cable system on a substitute program basis under specific FCC rules, regulations, or authorizations:</p> <ul style="list-style-type: none"> • Do not list the station here in space G—but do list it in space I (the Special Statement and Program Log)—if the station was carried only on a substitute basis. • List the station here, and also in space I, if the station was carried both on a substitute basis and also on some other basis. For further information concerning substitute basis stations, see page (v) of the general instructions located in the paper SA3 form. <p>Column 1: List each station's call sign. Do not report origination program services such as HBO, ESPN, etc. Identify each multicast stream associated with a station according to its over-the-air designation. For example, report multi-cast stream as "WETA-2". Simulcast streams must be reported in column 1 (list each stream separately; for example WETA-simulcast).</p> <p>Column 2: Give the channel number the FCC has assigned to the television station for broadcasting over-the-air in its community of license. For example, WRC is Channel 4 in Washington, D.C. This may be different from the channel on which your cable system carried the station.</p> <p>Column 3: Indicate in each case whether the station is a network station, an independent station, or a noncommercial educational station, by entering the letter "N" (for network), "N-M" (for network multicast), "I" (for independent), "I-M" (for independent multicast), "E" (for noncommercial educational), or "E-M" (for noncommercial educational multicast). For the meaning of these terms, see page (v) of the general instructions located in the paper SA3 form.</p> <p>Column 4: If the station is outside the local service area, (i.e. "distant"), enter "Yes". If not, enter "No". For an explanation of local service area, see page (v) of the general instructions located in the paper SA3 form.</p> <p>Column 5: If you have entered "Yes" in column 4, you must complete column 5, stating the basis on which your cable system carried the distant station during the accounting period. Indicate by entering "LAC" if your cable system carried the distant station on a part-time basis because of lack of activated channel capacity.</p> <p>For the retransmission of a distant multicast stream that is not subject to a royalty payment because it is the subject of a written agreement entered into on or before June 30, 2009, between a cable system or an association representing the cable system and a primary transmitter or an association representing the primary transmitter, enter the designation "E" (exempt). For simulcasts, also enter "E". If you carried the channel on any other basis, enter "O." For a further explanation of these three categories, see page (v) of the general instructions located in the paper SA3 form.</p> <p>Column 6: Give the location of each station. For U.S. stations, list the community to which the station is licensed by the FCC. For Mexican or Canadian stations, if any, give the name of the community with which the station is identified.</p> <p>Note: If you are utilizing multiple channel line-ups, use a separate space G for each channel line-up.</p>			<div style="font-size: 2em; font-weight: bold; margin-bottom: 10px;">G</div> Primary Transmitters: Television		
CHANNEL LINE-UP AA					
1. CALL SIGN	2. B'CAST CHANNEL NUMBER	3. TYPE OF STATION	4. DISTANT? (Yes or No)	5. BASIS OF CARRIAGE (If Distant)	6. LOCATION OF STATION
WBNX	30	I	No		Akron, OH
WBNX-simulcast	30	I	No		Akron, OH
WEAO	24	E	No		Akron, OH
WEWS	15	N	No		Cleveland, OH
WEWS-2	15	N-M	No		Cleveland, OH
WEWS-simulcast	15	N	No		Cleveland, OH
WJW	8	I	No		Cleveland, OH
WJW-2	8	I-M	No		Cleveland, OH
WJW-simulcast	8	I	No		Cleveland, OH
WKYC	19	N	No		Cleveland, OH
WKYC-2	19	N-M	No		Cleveland, OH
WKYC-simulcast	19	N	No		Cleveland, OH
WOIO	10	N	No		Shaker Heights, OH
WOIO-2	10	N-M	No		Shaker Heights, OH
WOIO-simulcast	10	N	No		Shaker Heights, OH
WRLM	50	I	No		Canton, OH
WUAB	43	I	No		Lorain, OH
WUAB-2	43	I-M	No		Lorain, OH

See instructions for additional information on alphabetization.

LEGAL NAME OF OWNER OF CABLE SYSTEM: Racecar Holdings LLC	SYSTEM ID# 040888	Name
GROSS RECEIPTS Instructions: The figure you give in this space determines the form you file and the amount you pay. Enter the total of all amounts (gross receipts) paid to your cable system by subscribers for the system's secondary transmission service (as identified in space E) during the accounting period. For a further explanation of how to compute this amount, see page (vii) of the general instructions. Gross receipts from subscribers for secondary transmission service(s) during the accounting period.		K Gross Receipts
IMPORTANT: You must complete a statement in space P concerning gross receipts.		
\$ 7,886,561.13 (Amount of gross receipts)		
COPYRIGHT ROYALTY FEE Instructions: Use the blocks in this space L to determine the royalty fee you owe: • Complete block 1, showing your minimum fee. • Complete block 2, showing whether your system carried any distant television stations. • If your system did not carry any distant television stations, leave block 3 blank. Enter the amount of the minimum fee from block 1 on line 1 of block 4, and calculate the total royalty fee. • If your system did carry any distant television stations, you must complete the applicable parts of the DSE Schedule accompanying this form and attach the schedule to your statement of account. ▶ If part 8 or part 9, block A, of the DSE schedule was completed, the base rate fee should be entered on line 1 of block 3 below. ▶ If part 6 of the DSE schedule was completed, the amount from line 7 of block C should be entered on line 2 in block 3 below. ▶ If part 7 or part 9, block B, of the DSE schedule was completed, the surcharge amount should be entered on line 2 in block 4 below.		L Copyright Royalty Fee
Block 1 MINIMUM FEE: All cable systems with semiannual gross receipts of \$527,600 or more are required to pay at least the minimum fee, regardless of whether they carried any distant stations. This fee is 1.064 percent of the system's gross receipts for the accounting period. Line 1. Enter the amount of gross receipts from space K Line 2. Multiply the amount in line 1 by 0.01064 Enter the result here. This is your minimum fee.	\$ 7,886,561.13 \$ 83,913.01	
Block 2 DISTANT TELEVISION STATIONS CARRIED: Your answer here must agree with the information you gave in space G. If, in space G, you identified any stations as "distant" by stating "Yes" in column 4, you must check "Yes" in this block. • Did your cable system carry any distant television stations during the accounting period? <input type="checkbox"/> Yes—Complete the DSE schedule. <input checked="" type="checkbox"/> No—Leave block 3 below blank and complete line 1, block 4.		
Block 3 Line 1. BASE RATE FEE: Enter the base rate fee from either part 8, section 3 or 4, or part 9, block A of the DSE schedule. If none, enter zero Line 2. 3.75 Fee: Enter the total fee from line 7, block C, part 6 of the DSE schedule. If none, enter zero Line 3. Add lines 1 and 2 and enter here	\$ - 0.00 \$ -	
Block 4 Line 1. BASE RATE FEE/3.75 FEE or MINIMUM FEE: Enter either the minimum fee from block 1 or the sum of the base rate fee / 3.75 fee from block 3, line 3, whichever is larger Line 2. SYNDICATED EXCLUSIVITY SURCHARGE: Enter the fee from either part 7 (block D, section 3 or 4) or part 9 (block B) of the DSE schedule. If none, enter zero. Line 3. INTEREST CHARGE: Enter the amount from line 4, space Q, page 9 (Interest Worksheet) Line 4. FILING FEE TOTAL ROYALTY AND FILING FEES DUE FOR ACCOUNTING PERIOD. Add Lines 1, 2 and 3 of block 4 and enter total here Remit this amount via <i>electronic payment</i> payable to Register of Copyrights. (See page (i) of the general instructions located in the paper SA3 form for more information.)	\$ 83,913.01 0.00 0.00 \$ 725.00 \$ 84,638.01	Cable systems submitting additional deposits under Section 111(d)(7) should contact the Licensing Division for the appropriate form for submitting the additional fees.

Name	LEGAL NAME OF OWNER OF CABLE SYSTEM: Racecar Holdings LLC	SYSTEM ID# 040888
M Channels	<p>CHANNELS Instructions: You must give (1) the number of channels on which the cable system carried television broadcast stations to its subscribers and (2) the cable system's total number of activated channels, during the accounting period.</p> <p>1. Enter the total number of channels on which the cable system carried television broadcast stations 27</p> <p>2. Enter the total number of activated channels on which the cable system carried television broadcast stations and nonbroadcast services 324</p>	
N Individual to Be Contacted for Further Information	<p>INDIVIDUAL TO BE CONTACTED IF FURTHER INFORMATION IS NEEDED: (Identify an individual we can contact about this statement of account.)</p> <p>Name Jim Waechter Telephone 720-479-3527</p> <p>Address 7887 E. Belleview Ave., Suite 1000 (Number, street, rural route, apartment, or suite number)</p> <p>Englewood, CO 80111 (City, town, state, zip)</p> <p>Email Jim.Waechter@wowinc.com Fax (optional) _____</p>	
O Certification	<p>CERTIFICATION (This statement of account must be certified and signed in accordance with Copyright Office regulations.)</p> <ul style="list-style-type: none"> I, the undersigned, hereby certify that (Check one, <i>but only one</i>, of the boxes.) <p><input type="checkbox"/> (Owner other than corporation or partnership) I am the owner of the cable system as identified in line 1 of space B; or</p> <p><input type="checkbox"/> (Agent of owner other than corporation or partnership) I am the duly authorized agent of the owner of the cable system as identified in line 1 of space B and that the owner is not a corporation or partnership; or</p> <p><input checked="" type="checkbox"/> (Officer or partner) I am an officer (if a corporation) or a partner (if a partnership) of the legal entity identified as owner of the cable system in line 1 of space B.</p> <ul style="list-style-type: none"> I have examined the statement of account and hereby declare under penalty of law that all statements of fact contained herein are true, complete, and correct to the best of my knowledge, information, and belief, and are made in good faith. [18 U.S.C., Section 1001(1986)] <p> X /s/ Rich Fish</p> <p>Enter an electronic signature on the line above using an "/s/" signature to certify this statement. (e.g., /s/ John Smith). Before entering the first forward slash of the /s/ signature, place your cursor in the box and press the "F2" button, then type /s/ and your name. Pressing the "F" button will avoid enabling Excel's Lotus compatibility settings.</p> <p>Typed or printed name: Rich Fish</p> <p>.....</p> <p>Title: Chief Financial Officer (Title of official position held in corporation or partnership)</p> <p>Date: February 22, 2018</p> <p>.....</p>	

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LEGAL NAME OF OWNER OF CABLE SYSTEM: Racecar Holdings LLC	SYSTEM ID# 040888	Name
SPECIAL STATEMENT CONCERNING GROSS RECEIPTS EXCLUSIONS The Satellite Home Viewer Act of 1988 amended Title 17, section 111(d)(1)(A), of the Copyright Act by adding the following sentence: "In determining the total number of subscribers and the gross amounts paid to the cable system for the basic service of providing secondary transmissions of primary broadcast transmitters, the system shall not include subscribers and amounts collected from subscribers receiving secondary transmissions pursuant to section 119." For more information on when to exclude these amounts, see the note on page (vii) of the general instructions in the paper SA3 form. During the accounting period did the cable system exclude any amounts of gross receipts for secondary transmissions made by satellite carriers to satellite dish owners? <input checked="" type="checkbox"/> NO <input type="checkbox"/> YES. Enter the total here and list the satellite carrier(s) below. \$ _____		P Special Statement Concerning Gross Receipts Exclusion
Name _____ Mailing Address _____ _____ _____	Name _____ Mailing Address _____ _____ _____	
INTEREST ASSESSMENTS You must complete this worksheet for those royalty payments submitted as a result of a late payment or underpayment. For an explanation of interest assessment, see page (viii) of the general instructions in the paper SA3 form. Line 1 Enter the amount of late payment or underpayment _____ <div style="text-align: right; margin-left: 400px;">x _____</div> Line 2 Multiply line 1 by the interest rate* and enter the sum here _____ - <div style="text-align: right; margin-left: 400px;">x _____ days</div> Line 3 Multiply line 2 by the number of days late and enter the sum here _____ - <div style="text-align: right; margin-left: 400px;">x 0.00274</div> Line 4 Multiply line 3 by 0.00274** enter here and on line 3, block 4, space L, (page 7) \$ _____ - <div style="text-align: right; margin-left: 400px;">(interest charge)</div> <p>* To view the interest rate chart click on www.copyright.gov/licensing/interest-rate.pdf. For further assistance please contact the Licensing Division at (202) 707-8150 or licensing@loc.gov.</p> <p>** This is the decimal equivalent of 1/365, which is the interest assessment for one day late.</p> <p>NOTE: If you are filing this worksheet covering a statement of account already submitted to the Copyright Office, please list below the owner, address, first community served, accounting period, and ID number as given in the original filing.</p> Owner _____ Address _____ _____ First community served _____ Accounting period _____ ID number _____		Q Interest Assessment

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INSTRUCTIONS FOR DSE SCHEDULE

WHAT IS A "DSE?"

The term "distant signal equivalent" (DSE) generally refers to the numeric value given by the Copyright Act to each distant television station carried by a cable system during an accounting period. Your system's total number of DSEs determines the royalty you owe. For the full definition, see page (v) of the General Instructions in the paper SA3 form.

FORMULAS FOR COMPUTING A STATION'S DSE

There are two different formulas for computing DSEs: (1) a basic formula for all distant stations listed in space G (page 3), and (2) a special formula for those stations carried on a substitute basis and listed in space I (page 5). (Note that if a particular station is listed in both space G and space I, a DSE must be computed twice for that station: once under the basic formula and again under the special formula. However, a station's total DSE is not to exceed its full type-value. If this happens, contact the Licensing Division.)

BASIC FORMULA: FOR ALL DISTANT STATIONS LISTED IN SPACE G OF SA3E (LONG FORM)

Step 1: Determine the station's type-value. For purposes of computing DSEs, the Copyright Act gives different values to distant stations depending upon their type. If, as shown in space G of your statement of account (page 3), a distant station is:

- **Independent:** its type-value is 1.00
- **Network:** its type-value is 0.25
- **Noncommercial educational:** its type-value is 0.25

Note that local stations are not counted at all in computing DSEs.

Step 2: Calculate the station's basis of carriage value: The DSE of a station also depends on its basis of carriage. If, as shown in space G of your Form SA3E, the station was carried part time because of lack of activated channel capacity, its basis of carriage value is determined by (1) calculating the number of hours the cable system carried the station during the accounting period, and (2) dividing that number by the total number of hours the station broadcast over the air during the accounting period. The basis of carriage value for all other stations listed in space G is 1.0.

Step 3: Multiply the result of step 1 by the result of step 2. This gives you the particular station's DSE for the accounting period. (Note that for stations other than those carried on a part-time basis due to lack of activated channel capacity, actual multiplication is not necessary since the DSE will always be the same as the type value.)

SPECIAL FORMULA FOR STATIONS LISTED IN SPACE I OF SA3E (LONG FORM)

Step 1: For each station, calculate the number of programs that, during the accounting period, were broadcast live by the station and were substituted for programs deleted at the option of the cable system.

(These are programs for which you have entered "Yes" in column 2 and "P" in column 7 of space I.)

Step 2: Divide the result of step 1 by the total number of days in the calendar year (365—or 366 in a leap year). This gives you the particular station's DSE for the accounting period.

TOTAL OF DSEs

In part 5 of this schedule you are asked to add up the DSEs for all of the distant television stations your cable system carried during the accounting period. This is the total sum of all DSEs computed by the basic formula and by the special formula.

THE ROYALTY FEE

The total royalty fee is determined by calculating the minimum fee and the base rate fee. In addition, cable systems located within certain television market areas may be required to calculate the 3.75 fee and/or the Syndicated Exclusivity Surcharge. Note: Distant multicast streams are not subject to the 3.75 fee or the Syndicated Exclusivity Surcharge. Distant simulcast streams are not subject to any royalty payment

The 3.75 Fee. If a cable system located in whole or in part within a television market added stations after June 24, 1981, that would not have been permitted under FCC rules, regulations, and authorizations (hereafter referred to as "the former FCC rules") in effect on June 24, 1981, the system must compute the 3.75 fee using a formula based on the number of DSEs added. These DSEs used in computing the 3.75 fee will not be used in computing the base rate fee and Syndicated Exclusivity Surcharge

The Syndicated Exclusivity Surcharge. Cable systems located in whole or in part within a major television market, as defined by FCC rules and regulations, must calculate a Syndicated Exclusivity Surcharge for the carriage of any commercial VHF station that places a grade B contour, in whole or in part, over the cable system that would have been subject to the FCC's syndicated exclusivity rules in effect on June 24, 1981

The Minimum Fee/Base Rate Fee/3.75 Percent Fee. All cable systems filing SA3E (Long Form) must pay at least the minimum fee, which is 1.064 percent of gross receipts. The cable system pays either the minimum fee or the sum of the base rate fee and the 3.75 percent fee, whichever is larger, and a Syndicated Exclusivity Surcharge, as applicable

What is a "Permitted" Station? A permitted station refers to a distant station whose carriage is not subject to the 3.75 percent rate but is subject to the base rate and, where applicable, the Syndicated Exclusivity Surcharge. A permitted station would include the following:

- 1) A station actually carried within any portion of a cable system prior to June 25, 1981, pursuant to the former FCC rules.
- 2) A station first carried after June 24, 1981, which could have been carried under FCC rules in effect on June 24, 1981, if such carriage would not have exceeded the market quota imposed for the importation of distant stations under those rules.
- 3) A station of the same type substituted for a carried network, non-commercial educational, or regular independent station for which a quota was or would have been imposed under FCC rules (47 CFR 76.59 (b),(c), 76.61 (b),(c),(d), and 76.7.63 (a) [referring to 76.61 (b),(d)] in effect on June 24, 1981.
- 4) A station carried pursuant to an individual waiver granted between April 16, 1976, and June 25, 1981, under the FCC rules and regulations in effect on April 15, 1976.
- 5) In the case of a station carried prior to June 25, 1981, on a part-time and/or substitute basis only, that fraction of the current DSE represented by prior carriage.

NOTE: If your cable system carried a station that you believe qualifies as a permitted station but does not fall into one of the above categories, please attach written documentation to the statement of account detailing the basis for its classification.

Substitution of Grandfathered Stations. Under section 76.65 of the former FCC rules, a cable system was not required to delete any station that it was authorized to carry or was lawfully carrying prior to March 31 1972, even if the total number of distant stations carried exceeded the market quota imposed for the importation of distant stations. Carriage of these grandfathered stations is not subject to the 3.75 percent rate but is subject to the Base Rate, and where applicable, the Syndicated Exclusivity Surcharge. The Copyright Royalty Tribunal has stated its view that, since section 76.65 of the former FCC rules would not have permitted substitution of a grandfathered station, the 3.75 percent Rate applies to a station substituted for a grandfathered station if carriage of the station exceeds the market quota imposed for the importation of distant stations.

COMPUTING THE 3.75 PERCENT RATE—PART 6 OF THE DSE SCHEDULE

- Determine which distant stations were carried by the system pursuant to former FCC rules in effect on June 24, 1981.
- Identify any station carried prior to June 25, 1981, on a substitute and/or part-time basis only and complete the log to determine the portion of the DSE exempt from the 3.75 percent rate.
- Subtract the number of DSEs resulting from this carriage from the number of DSEs reported in part 5 of the DSE Schedule. This is the total number of DSEs subject to the 3.75 percent rate. Multiply these DSEs by gross receipts by .0375. This is the 3.75 fee.

COMPUTING THE SYNDICATED EXCLUSIVITY SURCHARGE—PART 7 OF THE DSE SCHEDULE

- Determine if any portion of the cable system is located within a top 100 major television market as defined by the FCC rules and regulations in effect on June 24, 1981. If no portion of the cable system is located in a major television market, part 7 does not have to be completed.
- Determine which station(s) reported in block B, part 6 are commercial VHF stations and place a grade B contour, in whole, or in part, over the cable system. If none of these stations are carried, part 7 does not have to be completed.
- Determine which of those stations reported in block b, part 7 of the DSE Schedule were carried before March 31, 1972. These stations are exempt from the FCC's syndicated exclusivity rules in effect on June 24 1981. If you qualify to calculate the royalty fee based upon the carriage of partially-distant stations, and you elect to do so, you must compute the surcharge in part 9 of this schedule.
- Subtract the exempt DSEs from the number of DSEs determined in block B of part 7. This is the total number of DSEs subject to the Syndicated Exclusivity Surcharge.
- Compute the Syndicated Exclusivity Surcharge based upon these DSEs and the appropriate formula for the system's market position.

DSE SCHEDULE. PAGE 11.

COMPUTING THE BASE RATE FEE—PART 8 OF THE DSE

SCHEDULE

Determine whether any of the stations you carried were partially distant—that is, whether you retransmitted the signal of one or more stations to subscribers located within the station's local service area and, at the same time, to other subscribers located outside that area.

• If none of the stations were partially distant, calculate your base rate fee according to the following rates—for the system's permitted DSEs as reported in block B, part 6 or from part 5, whichever is applicable.

First DSE	1.064% of gross receipts
Each of the second, third, and fourth DSEs	0.701% of gross receipts
The fifth and each additional DSE	0.330% of gross receipts

PARTIALLY DISTANT STATIONS—PART 9 OF THE DSE SCHEDULE

• If any of the stations were partially distant:

1. Divide all of your subscribers into subscriber groups depending on their location. A particular subscriber group consists of all subscribers who are distant with respect to exactly the same complement of stations.

2. Identify the communities/areas represented by each subscriber group.

3. For each subscriber group, calculate the total number of DSEs of that group's complement of stations.

If your system is located wholly outside all major and smaller television markets, give each station's DSEs as you gave them in parts 2, 3, and 4 of the schedule; or

If any portion of your system is located in a major or smaller television market, give each station's DSE as you gave it in block B, part 6 of this schedule.

4. Determine the portion of the total gross receipts you reported in space K (page 7) that is attributable to each subscriber group.

5. Calculate a separate base rate fee for each subscriber group, using (1) the rates given above; (2) the total number of DSEs for that group's complement of stations; and (3) the amount of gross receipts attributable to that group.

6. Add together the base rate fees for each subscriber group to determine the system's total base rate fee.

7. If any portion of the cable system is located in whole or in part within a major television market, you may also need to complete part 9, block B of the Schedule to determine the Syndicated Exclusivity Surcharge.

What to Do If You Need More Space on the DSE Schedule. There are no printed continuation sheets for the schedule. In most cases, the blanks provided should be large enough for the necessary information. If you need more space in a particular part, make a photocopy of the page in question (identifying it as a continuation sheet), enter the additional information on that copy, and attach it to the DSE schedule.

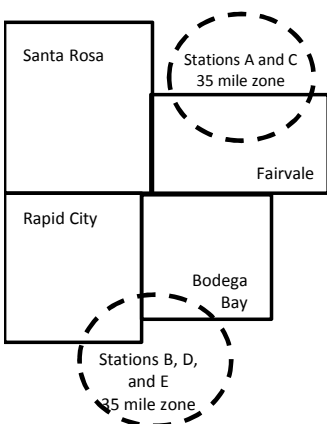
Rounding Off DSEs. In computing DSEs on the DSE schedule, you may round off to no less than the third decimal point. If you round off a DSE in any case, you must round off DSEs throughout the schedule as follows:

- When the fourth decimal point is 1, 2, 3, or 4, the third decimal remains unchanged (example: .34647 is rounded to .346).
- When the fourth decimal point is 5, 6, 7, 8, or 9, the third decimal is rounded up (example: .34651 is rounded to .347).

The example below is intended to supplement the instructions for calculating only the base rate fee for partially distant stations. The cable system would also be subject to the Syndicated Exclusivity Surcharge for partially distant stations, if any portion is located within a major television market.

EXAMPLE:

COMPUTATION OF COPYRIGHT ROYALTY FEE FOR CABLE SYSTEM CARRYING PARTIALLY DISTANT STATIONS

<p>In most cases under current FCC rules, all of Fairvale would be within the local service area of both stations A and C and all of Rapid City and Bodega Bay would be within the local service areas of stations B, D, and E.</p> 	<p>Distant Stations Carried</p> <table border="1"> <thead> <tr> <th>STATION</th> <th>DSE</th> </tr> </thead> <tbody> <tr> <td>A (independent)</td> <td>1.0</td> </tr> <tr> <td>B (independent)</td> <td>1.0</td> </tr> <tr> <td>C (part-time)</td> <td>0.083</td> </tr> <tr> <td>D (part-time)</td> <td>0.139</td> </tr> <tr> <td>E (network)</td> <td>0.25</td> </tr> <tr> <td>TOTAL DSEs</td> <td>2.472</td> </tr> </tbody> </table>		STATION	DSE	A (independent)	1.0	B (independent)	1.0	C (part-time)	0.083	D (part-time)	0.139	E (network)	0.25	TOTAL DSEs	2.472	<p>Identification of Subscriber Groups</p> <table border="1"> <thead> <tr> <th>CITY</th> <th>OUTSIDE LOCAL SERVICE AREA OF</th> <th>GROSS RECEIPTS FROM SUBSCRIBERS</th> </tr> </thead> <tbody> <tr> <td>Santa Rosa</td> <td>Stations A, B, C, D, E</td> <td>\$310,000.00</td> </tr> <tr> <td>Rapid City</td> <td>Stations A and C</td> <td>100,000.00</td> </tr> <tr> <td>Bodega Bay</td> <td>Stations A and C</td> <td>70,000.00</td> </tr> <tr> <td>Fairvale</td> <td>Stations B, D, and E</td> <td>120,000.00</td> </tr> <tr> <td colspan="2">TOTAL GROSS RECEIPTS</td> <td>\$600,000.00</td> </tr> </tbody> </table>		CITY	OUTSIDE LOCAL SERVICE AREA OF	GROSS RECEIPTS FROM SUBSCRIBERS	Santa Rosa	Stations A, B, C, D, E	\$310,000.00	Rapid City	Stations A and C	100,000.00	Bodega Bay	Stations A and C	70,000.00	Fairvale	Stations B, D, and E	120,000.00	TOTAL GROSS RECEIPTS		\$600,000.00
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Name	LEGAL NAME OF OWNER OF CABLE SYSTEM: Racecar Holdings LLC	SYSTEM ID# 040888
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3

Computation of DSEs for Stations Carried Part Time Due to Lack of Activated Channel Capacity

Instructions: CAPACITY
Column 1: List the call sign of all distant stations identified by "LAC" in column 5 of space G (page 3).
Column 2: For each station, give the number of hours your cable system carried the station during the accounting period. This figure should correspond with the information given in space J. Calculate only one DSE for each station.
Column 3: For each station, give the total number of hours that the station broadcast over the air during the accounting period.
Column 4: Divide the figure in column 2 by the figure in column 3, and give the result in decimals in column 4. This figure must be carried out at least to the third decimal point. This is the "basis of carriage value" for the station.
Column 5: For each independent station, give the "type-value" as "1.0." For each network or noncommercial educational station, give the type-value as ".25."
Column 6: Multiply the figure in column 4 by the figure in column 5, and give the result in column 6. Round to no less than the third decimal point. This is the station's DSE. (For more information on rounding, see page (viii) of the general instructions in the paper SA3 form.

CATEGORY LAC STATIONS: COMPUTATION OF DSEs					
1. CALL SIGN	2. NUMBER OF HOURS CARRIED BY SYSTEM	3. NUMBER OF HOURS STATION ON AIR	4. BASIS OF CARRIAGE VALUE	5. TYPE VALUE	6. DSE
.....	÷	=	=	x	=
.....	÷	=	=	x	=
.....	÷	=	=	x	=
.....	÷	=	=	x	=
.....	÷	=	=	x	=
.....	÷	=	=	x	=
.....	÷	=	=	x	=
.....	÷	=	=	x	=
.....	÷	=	=	x	=
.....	÷	=	=	x	=

SUM OF DSEs OF CATEGORY LAC STATIONS:
 Add the DSEs of each station.
 Enter the sum here and in line 2 of part 5 of this schedule,▶ 0.00

4

Computation of DSEs for Substitute-Basis Stations

Instructions:
Column 1: Give the call sign of each station listed in space I (page 5, the Log of Substitute Programs) if that station:
 • Was carried by your system in substitution for a program that your system was permitted to delete under FCC rules and regulations in effect on October 19, 1976 (as shown by the letter "P" in column 7 of space I); and
 • Broadcast one or more live, nonnetwork programs during that optional carriage (as shown by the word "Yes" in column 2 of space I).
Column 2: For each station give the number of live, nonnetwork programs carried in substitution for programs that were deleted at your option. This figure should correspond with the information in space I.
Column 3: Enter the number of days in the calendar year: 365, except in a leap year.
Column 4: Divide the figure in column 2 by the figure in column 3, and give the result in column 4. Round to no less than the third decimal point. This is the station's DSE (For more information on rounding, see page (viii) of the general instructions in the paper SA3 form).

SUBSTITUTE-BASIS STATIONS: COMPUTATION OF DSEs							
1. CALL SIGN	2. NUMBER OF PROGRAMS	3. NUMBER OF DAYS IN YEAR	4. DSE	1. CALL SIGN	2. NUMBER OF PROGRAMS	3. NUMBER OF DAYS IN YEAR	4. DSE
.....	÷	=	=	÷	=	=
.....	÷	=	=	÷	=	=
.....	÷	=	=	÷	=	=
.....	÷	=	=	÷	=	=
.....	÷	=	=	÷	=	=
.....	÷	=	=	÷	=	=
.....	÷	=	=	÷	=	=
.....	÷	=	=	÷	=	=
.....	÷	=	=	÷	=	=
.....	÷	=	=	÷	=	=

SUM OF DSEs OF SUBSTITUTE-BASIS STATIONS:
 Add the DSEs of each station.
 Enter the sum here and in line 3 of part 5 of this schedule,▶ 0.00

5

Total Number of DSEs

TOTAL NUMBER OF DSEs: Give the amounts from the boxes in parts 2, 3, and 4 of this schedule and add them to provide the total number of DSEs applicable to your system.

1. Number of DSEs from part 2 ● _____ ▶	0.00	
2. Number of DSEs from part 3 ● _____ ▶	0.00	
3. Number of DSEs from part 4 ● _____ ▶	0.00	

TOTAL NUMBER OF DSEs _____▶ 0.00

LEGAL NAME OF OWNER OF CABLE SYSTEM: Racecar Holdings LLC						SYSTEM ID# 040888			Name		
<p>Instructions: Block A must be completed. In block A:</p> <ul style="list-style-type: none"> • If your answer if "Yes," leave the remainder of part 6 and part 7 of the DSE schedule blank and complete part 8, (page 16) of the schedule. • If your answer if "No," complete blocks B and C below. 									6		
BLOCK A: TELEVISION MARKETS									Computation of 3.75 Fee		
<p>Is the cable system located wholly outside of all major and smaller markets as defined under section 76.5 of FCC rules and regulations in effect on June 24, 1981?</p> <p><input type="checkbox"/> Yes—Complete part 8 of the schedule—DO NOT COMPLETE THE REMAINDER OF PART 6 AND 7</p> <p><input checked="" type="checkbox"/> No—Complete blocks B and C below.</p>											
BLOCK B: CARRIAGE OF PERMITTED DSEs											
<p>Column 1: CALL SIGN List the call signs of distant stations listed in part 2, 3, and 4 of this schedule that your system was permitted to carry under FCC rules and regulations prior to June 25, 1981. For further explanation of permitted stations, see the instructions for the DSE Schedule. (Note: The letter M below refers to an exempt multicast stream as set forth in the Satellite Television Extension and Localism Act of 2010.)</p>			<p>Column 2: BASIS OF PERMITTED CARRIAGE Enter the appropriate letter indicating the basis on which you carried a permitted station (Note the FCC rules and regulations cited below pertain to those in effect on June 24, 1981.)</p> <p>A Stations carried pursuant to the FCC market quota rules [76.57, 76.59(b), 76.61(b)(c), 76.63(a) referring to 76.61(b)(c)]</p> <p>B Specialty station as defined in 76.5(kk) (76.59(d)(1), 76.61(e)(1), 76.63(a) referring to 76.61(e)(1)</p> <p>C Noncommercial educational station [76.59(c), 76.61(d), 76.63(a) referring to 76.61(d)</p> <p>D Grandfathered station (76.65) (see paragraph regarding substitution of grandfathered stations in the instructions for DSE schedule).</p> <p>E Carried pursuant to individual waiver of FCC rules (76.7)</p> <p>*F A station previously carried on a part-time or substitute basis prior to June 25, 1981</p> <p>G Commercial UHF station within grade-B contour, [76.59(d)(5), 76.61(e)(5), 76.63(a) referring to 76.61(e)(5)</p> <p>M Retransmission of a distant multicast stream.</p>						<p>Column 3: List the DSE for each distant station listed in parts 2, 3, and 4 of the schedule. *(Note: For those stations identified by the letter "F" in column 2, you must complete the worksheet on page 14 of this schedule to determine the DSE.)</p>		
1. CALL SIGN	2. PERMITTED BASIS	3. DSE	1. CALL SIGN	2. PERMITTED BASIS	3. DSE	1. CALL SIGN	2. PERMITTED BASIS	3. DSE			
									0.00		
BLOCK C: COMPUTATION OF 3.75 FEE											
Line 1: Enter the total number of DSEs from part 5 of this schedule									-		
Line 2: Enter the sum of permitted DSEs from block B above									-		
Line 3: Subtract line 2 from line 1. This is the total number of DSEs subject to the 3.75 rate. (If zero, leave lines 4–7 blank and proceed to part 7 of this schedule)									0.00		
Line 4: Enter gross receipts from space K (page 7)									x 0.0375		
Line 5: Multiply line 4 by 0.0375 and enter sum here									x		
Line 6: Enter total number of DSEs from line 3									-		
Line 7: Multiply line 6 by line 5 and enter here and on line 2, block 3, space L (page 7)									0.00		

Do any of the DSEs represent partially permitted/ partially nonpermitted carriage? If yes, see part 9 instructions.

LEGAL NAME OF OWNER OF CABLE SYSTEM: Racecar Holdings LLC	SYSTEM ID# 040888	Name
Section 4 If the figure in section 2 is more than 4,000, compute your base rate fee here and leave section 3 blank.	8	
A. Enter 0.01064 of gross receipts (the amount in section 1) ▶ \$ _____ B. Enter 0.00701 of gross receipts (the amount in section 1) ▶ \$ _____ C. Multiply line B by 3.000 and enter here ▶ \$ _____ D. Enter 0.00330 of gross receipts (the amount in section 1) ▶ \$ _____ E. Subtract 4.000 from total DSEs (the figure in section 2) and enter here ▶ _____ F. Multiply line D by line E and enter here ▶ \$ _____ G. Add lines A, C, and F. This is your base rate fee. Enter here and in block 3, line 1, space L (page 7) Base Rate Fee ▶ \$ _____ 0.00	Computation of Base Rate Fee	

<p>IMPORTANT: It is no longer necessary to report television signals on a system-wide basis. Carriage of television broadcast signals shall instead be reported on a community-by-community basis (subscriber groups) if the cable system reported multiple channel line-ups in Space G.</p> <p>In General: If any of the stations you carried were partially distant, the statute allows you, in computing your base rate fee, to exclude receipts from subscribers located within the station's local service area, from your system's total gross receipts. To take advantage of this exclusion, you must:</p> <p>First: Divide all of your subscribers into subscriber groups, each group consisting entirely of subscribers that are distant to the same station or the same group of stations. Next: Treat each subscriber group as if it were a separate cable system. Determine the number of DSEs and the portion of your system's gross receipts attributable to that group, and calculate a separate base rate fee for each group.</p> <p>Finally: Add up the separate base rate fees for each subscriber group. That total is the base rate fee for your system.</p> <p>NOTE: If any portion of your cable system is located within the top 100 television market and the station is not exempt in part 7, you must also compute a Syndicated Exclusivity Surcharge for each subscriber group. In this case, complete both block A and B below. However, if your cable system is wholly located outside all major television markets, complete block A only.</p> <p>How to Identify a Subscriber Group for Partially Distant Stations</p> <p>Step 1: For each community served, determine the local service area of each wholly distant and each partially distant station you carried to that community.</p> <p>Step 2: For each wholly distant and each partially distant station you carried, determine which of your subscribers were located outside the station's local service area. A subscriber located outside the local service area of a station is distant to that station (and, by the same token, the station is distant to the subscriber.)</p> <p>Step 3: Divide your subscribers into subscriber groups according to the complement of stations to which they are distant. Each subscriber group must consist entirely of subscribers who are distant to exactly the same complement of stations. Note that a cable system will have only one subscriber group when the distant stations it carried have local service areas that coincide.</p> <p>Computing the base rate fee for each subscriber group: Block A contains separate sections, one for each of your system's subscriber groups.</p> <p>In each section:</p> <ul style="list-style-type: none"> • Identify the communities/areas represented by each subscriber group. • Give the call sign for each of the stations in the subscriber group's complement—that is, each station that is distant to all of the subscribers in the group. • If: <ol style="list-style-type: none"> 1) your system is located wholly outside all major and smaller television markets, give each station's DSE as you gave it in parts 2, 3, and 4 of this schedule; or, 2) any portion of your system is located in a major or smaller television market, give each station's DSE as you gave it in block B, part 6 of this schedule. • Add the DSEs for each station. This gives you the total DSEs for the particular subscriber group. • Calculate gross receipts for the subscriber group. For further explanation of gross receipts see page (vii) of the general instructions in the paper SA3 form. • Compute a base rate fee for each subscriber group using the formula outline in block B of part 8 of this schedule on the preceding page. In making this computation, use the DSE and gross receipts figure applicable to the particular subscriber group (that is, the total DSEs for that group's complement of stations and total gross receipts from the subscribers in that group). You do not need to show your actual calculations on the form. 	9	
	Computation of Base Rate Fee and Syndicated Exclusivity Surcharge for Partially Distant Stations, and for Partially Permitted Stations	

Name	LEGAL NAME OF OWNER OF CABLE SYSTEM: SYSTEM ID# 040888
	<p>Racecar Holdings LLC</p> <p>Guidance for Computing the Royalty Fee for Partially Permitted/Partially NonPermitted Signals Step 1: Use part 9, block A, of the DSE Schedule to establish subscriber groups to compute the base rate fee for wholly and partially permitted distant signals. Write "Permitted Signals" at the top of the page. Note: One or more permitted signals in these subscriber groups may be partially distant. Step 2: Use a separate part 9, block A, to compute the 3.75 percent fee for wholly nonpermitted and partially nonpermitted distant signals. Write "Nonpermitted 3.75 stations" at the top of this page. Multiply the subscriber group gross receipts by total DSEs by .0375 and enter the grand total 3.75 percent fees on line 2, block 3, of space L. Important: The sum of the gross receipts reported for each part 9 used in steps 1 and 2 must equal the amount reported in space K. Step 3: Use part 9, block B, to compute a syndicated exclusivity surcharge for any wholly or partially permitted distant signals from step 1 that is subject to this surcharge.</p> <p>Guidance for Computing the Royalty Fee for Carriage of Distant and Partially Distant Multicast Streams Step 1: Use part 9, Block A, of the DSE Schedule to report each distant multicast stream of programming that is transmitted from a primary television broadcast signal. Only the base rate fee should be computed for each multicast stream. The 3.75 Percent Rate and Syndicated Exclusivity Surcharge are not applicable to the secondary transmission of a multicast stream. You must report but not assign a DSE value for the retransmission of a multicast stream that is the subject of a written agreement entered into on or before June 30, 2009 between a cable system or an association representing the cable system and a primary transmitter or an association representing the primary transmitter.</p>

Nonpermitted 3.75 Stations

LEGAL NAME OF OWNER OF CABLE SYSTEM: Racecar Holdings LLC						SYSTEM ID# 040888		Name			
BLOCK A: COMPUTATION OF BASE RATE FEES FOR EACH SUBSCRIBER GROUP											
FIRST SUBSCRIBER GROUP					SECOND SUBSCRIBER GROUP						
COMMUNITY/ AREA 0					COMMUNITY/ AREA 0						
CALL SIGN	DSE	CALL SIGN	DSE	CALL SIGN	DSE	CALL SIGN	DSE	CALL SIGN	DSE		
Total DSEs				0.00		Total DSEs				0.00	
Gross Receipts First Group				\$ 0.00		Gross Receipts Second Group				\$ 0.00	
Base Rate Fee First Group				\$ 0.00		Base Rate Fee Second Group				\$ 0.00	
THIRD SUBSCRIBER GROUP					FOURTH SUBSCRIBER GROUP						
COMMUNITY/ AREA 0					COMMUNITY/ AREA 0						
CALL SIGN	DSE	CALL SIGN	DSE	CALL SIGN	DSE	CALL SIGN	DSE	CALL SIGN	DSE		
Total DSEs				0.00		Total DSEs				0.00	
Gross Receipts Third Group				\$ 0.00		Gross Receipts Fourth Group				\$ 0.00	
Base Rate Fee Third Group				\$ 0.00		Base Rate Fee Fourth Group				\$ 0.00	
Base Rate Fee: Add the base rate fees for each subscriber group as shown in the boxes above. Enter here and in block 3, line 1, space L (page 7),											
\$ 0.00											

9

Computation
of
Base Rate Fee
and
Syndicated
Exclusivity
Surcharge
for
Partially
Distant
Stations

Name	LEGAL NAME OF OWNER OF CABLE SYSTEM: Racecar Holdings LLC	SYSTEM ID# 040888
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9

Computation of Base Rate Fee and Syndicated Exclusivity Surcharge for Partially Distant Stations

BLOCK B: COMPUTATION OF SYNDICATED EXCLUSIVITY SURCHARGE FOR EACH SUBSCRIBER GROUP

If your cable system is located within a top 100 television market and the station is not exempt in Part 7, you must also compute a Syndicated Exclusivity Surcharge. Indicate which major television market any portion of your cable system is located in as defined by section 76.5 of FCC rules in effect on June 24, 1981:

- First 50 major television market Second 50 major television market

INSTRUCTIONS:

- Step 1:** In line 1, give the total DSEs by subscriber group for commercial VHF Grade B contour stations listed in block A, part 9 of this schedule.
Step 2: In line 2, give the total number of DSEs by subscriber group for the VHF Grade B contour stations that were classified as Exempt DSEs in block C, part 7 of this schedule. If none enter zero.
Step 3: In line 3, subtract line 2 from line 1. This is the total number of DSEs used to compute the surcharge.
Step 4: Compute the surcharge for each subscriber group using the formula outlined in block D, section 3 or 4 of part 7 of this schedule. In making this computation, use gross receipts figures applicable to the particular group. You do not need to show your actual calculations on this form.

FIRST SUBSCRIBER GROUP	SECOND SUBSCRIBER GROUP
<p>Line 1: Enter the VHF DSEs <input style="width:100px;" type="text"/></p> <p>Line 2: Enter the Exempt DSEs <input style="width:100px;" type="text"/></p> <p>Line 3: Subtract line 2 from line 1 and enter here. This is the total number of DSEs for this subscriber group subject to the surcharge computation <input style="width:100px;" type="text" value="-"/></p> <p>SYNDICATED EXCLUSIVITY SURCHARGE First Group \$ <input style="width:100px;" type="text"/></p>	<p>Line 1: Enter the VHF DSEs <input style="width:100px;" type="text"/></p> <p>Line 2: Enter the Exempt DSEs <input style="width:100px;" type="text"/></p> <p>Line 3: Subtract line 2 from line 1 and enter here. This is the total number of DSEs for this subscriber group subject to the surcharge computation <input style="width:100px;" type="text" value="-"/></p> <p>SYNDICATED EXCLUSIVITY SURCHARGE Second Group \$ <input style="width:100px;" type="text"/></p>
THIRD SUBSCRIBER GROUP	FOURTH SUBSCRIBER GROUP
<p>Line 1: Enter the VHF DSEs <input style="width:100px;" type="text"/></p> <p>Line 2: Enter the Exempt DSEs <input style="width:100px;" type="text"/></p> <p>Line 3: Subtract line 2 from line 1 and enter here. This is the total number of DSEs for this subscriber group subject to the surcharge computation <input style="width:100px;" type="text" value="-"/></p> <p>SYNDICATED EXCLUSIVITY SURCHARGE Third Group \$ <input style="width:100px;" type="text"/></p>	<p>Line 1: Enter the VHF DSEs <input style="width:100px;" type="text"/></p> <p>Line 2: Enter the Exempt DSEs <input style="width:100px;" type="text"/></p> <p>Line 3: Subtract line 2 from line 1 and enter here. This is the total number of DSEs for this subscriber group subject to the surcharge computation <input style="width:100px;" type="text" value="-"/></p> <p>SYNDICATED EXCLUSIVITY SURCHARGE Fourth Group \$ <input style="width:100px;" type="text"/></p>
<p>SYNDICATED EXCLUSIVITY SURCHARGE: Add the surcharge for each subscriber group as shown in the boxes above. Enter here and in block 4, line 2 of space L (page 7) \$ <input style="width:100px;" type="text"/></p>	