



October 21, 2005

KCSM
1700 W. Hillsdale Blvd., Bldg. 9
San Mateo, CA 94402

Attn: Michele Muller, Director of Technology

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

Dear Michele:

We are in receipt of your request to continue carriage of KCSM ("Station") on DIRECTV in the San Francisco-Oakland-San Jose, CA designated market area ("the DMA") by means of a digital signal downconverted to analog format ("digital to analog feed").

Please be advised that DIRECTV will carry the Station's digital to analog feed of the analog broadcast of KCSM-TV in the DMA subject to the following conditions and to the extent that such carriage is technically feasible. Any deviation from these requirements requires a written release from DIRECTV.

1. The program content will be the same as the analog channel, including closed captioning, "V Chip" and SAP audio.
2. The aspect ratio will be the same as the analog channel (4x3) without stretching, cropping, or displaying black areas.
3. Station will supply DIRECTV, at Station's expense, with the necessary conversion equipment and, if necessary, the required rack space, power, conduit, and roof rights needed to accommodate such equipment if it cannot reasonably be accommodated within the basic parameters of DIRECTV's local receive facility ("LRF"). Station will provide DIRECTV with an NTSC baseband video and associated analog audio feed as the output of the conversion equipment.
4. DIRECTV will assess the quality of the Station's converted analog signal and verify that it meets the good quality signal standard at our LRF prior to carriage of the digital to analog feed. Please refer to the enclosed for additional technical information.

Please refer to the enclosed for additional technical information.

In addition, you acknowledge and agree that if and when Station ceases analog operations, Station will provide DIRECTV written notice.

Finally, please note that there presently is considerable legal and regulatory uncertainty surrounding the scope of a satellite carrier's obligation to carry the digital signals of local broadcast television stations, including the signal of digital-only stations. For this reason, we want emphasize that DIRECTV is not hereby offering to carry your digital signal. We are simply offering to provide you additional flexibility in delivering a "good quality" analog signal to our LRF. Accordingly, DIRECTV's carriage of Station hereunder should not be construed as a concession that Station is validly entitled to mandatory carriage by means of its digital signal and should not be construed as a waiver of DIRECTV's ability to challenge or seek further clarification of its mandatory carriage obligations in this regard. DIRECTV reserves its rights either to refuse to carry or to cease carrying Station's digital to analog feed at any time.

2230 East Imperial Hwy El Segundo, CA 90245 Phone 310.535.5000
A Unit of The DIRECTV Group, Inc.

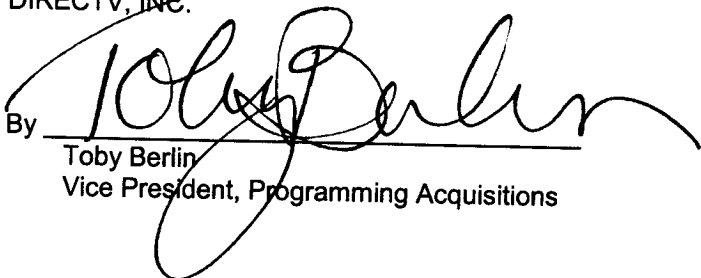
Please acknowledge your acceptance and agreement with the above by your signature below.

Sincerely,

Please acknowledge your acceptance and agreement with the above by your signature below.

Sincerely,

DIRECTV, INC.

By 
Toby Berlin
Vice President, Programming Acquisitions

ACCEPTED AND AGREED TO:

KCSM-TV

By 