



1776 K STREET NW
WASHINGTON, DC 20006
PHONE 202.719.7000
FAX 202.719.7049

7925 JONES BRANCH DRIVE
McLEAN, VA 22102
PHONE 703.905.2800
FAX 703.905.2820

www.wileyrein.com

August 26, 2008

Kathleen A. Kirby
202.719.3360
kkirby@wileyrein.com

Federal Communications Commission
International Bureau
Satellite Division
445 12th Street SW
Washington, DC 20554

Attention: Mr. Karl Kensinger, Associate Division Chief
Ms. Jeanette Spriggs, Systems Analyst

Re: FCC Application for Consent to the Assignment of Licenses
for Satellite Earth Stations E980223 and E980222
from Shop At Home Network, LLC to Shop at Home Holdings, Inc.
File No. SES-ASG-20080724-00987

Dear Mr. Kensinger and Ms. Spriggs:

This letter will provide supplemental information concerning the above-referenced application, as requested in your telephone call to George Phillips, counsel to Shop At Home Network, LLC, and per my conversation with Ms. Spriggs on August 20, 2008. I represent the assignor as FCC counsel.

The earth stations that are the subject of this assignment application were originally licensed in 1998 to Shop At Home, Inc. and utilized to transmit the Shop At Home network's programming to domestic satellites for distribution to Shop At Home affiliates. The E.W. Scripps Company ("Scripps") acquired Shop At Home in 2002, and the licenses were assigned to the current licensee, Shop At Home Network, LLC, a Scripps subsidiary, pursuant to FCC consent (*see* File No. SES-ASG-20021031-01975). From 2002 through 2006, Scripps used the earth stations to transmit Shop At Home programming to its network affiliates.

In May 2006, Scripps announced plans to shut-down the Shop At Home business. Scripps sold its five Shop At Home network television stations to Multicultural Television Broadcasting, and the licenses were assigned pursuant to FCC review and approval (*see* File Nos. BALCT-20060926AED *et al.*).

It was Scripps' intent simply to cease Shop At Home's network programming operations. Scripps, however, unexpectedly found a buyer for the network's assets, and they were sold in June 2006 to Shop at Home Holdings, Inc. ("HoldCo") and Shop at Home, LLC ("OpCo"), both of which are wholly owned subsidiaries of



August 26, 2008
Page 2

America's Collectibles Network, Inc. d/b/a Jewelry Television™ ("ACN"), a company wholly-unrelated to Scripps.

Because of the last minute nature of this transaction, the parties inadvertently overlooked the fact that there were two FCC licenses that were not assigned to Multicultural as part of the sale of the Scripps' Shop At Home television stations because they were utilized solely to transmit Shop At Home network programming. Because of this oversight, no FCC counsel was involved in the network transaction, and no application to assign these earth station licenses was filed in anticipation of their conveyance from Scripps to ACN. They are the subject of the instant assignment application. As a long-standing Commission licensee with procedures in place to ensure that FCC rules are followed, Scripps regrets this error.

Ownership of the satellite dishes was acquired by ACN's subsidiary, HoldCo., the proposed assignee. It is our understanding that the earth stations were utilized by assignor to transmit programming from June 2006 through March 2007, and that they currently are utilized solely as emergency back-up for transmitting Jewelry Television programming in the event that their primary satellite dishes, located in Knoxville, Tennessee, are unable to broadcast the programming.

Please contact me should you require additional information.

Sincerely,

A handwritten signature in black ink that reads "Kathleen A. Kirby". The signature is written in a cursive style with a large, looping "K" and "y".

Kathleen A. Kirby

12894152.1