

British Columbia Learning Plan

Prepared by Orbit Canada Inc.

in support of its

2500 MHz Multipoint Communications Systems

Licensing Application

October 12, 1999

At Orbit Canada Inc. ("Orbit") we believe that the single most important use of information technology is to improve education. Given the extremely short time frame that the various learning authorities had in preparing and accumulating their respective educational community needs, we are extremely impressed with the length and depth of the needs and challenges noted. Orbit looks forward to rising to the challenge of identifying, addressing, and answering these educational community needs. We have reviewed and discussed these needs with the various Provincial Learning Authorities and educational institutions in order to formulate our Learning Plan. As the Learning Plan has been identified as one of the most integral components in the licensing process, we have designed our Learning Plan to enhance learning for today and meet and surpass the hopes of educators for tomorrow.

This document will demonstrate Orbit's commitment addressing the concerns and needs of the Learning communities in its regional coverage areas. Indeed, Orbit has invested substantial time and effort to establish partnerships and working relationships with strong financial and technology companies who are committed to the educational process. Further, Orbit commits to enhancing and building on its partnerships and relationships as it rolls out its network. In addition, Orbit will also be collaborating with learning organizations to ensure that Canada will be "well connected and educated" for the new millennium. Recognizing the difference in demographics and geography, it is obvious that a partner such as 3Com Canada Inc. ("3Com") with their vast financial and networking resources is the ideal partner to support our Learning Plan and application as a licensee for the MCS. 3Com has a strong existing working relationship with the various Canadian educational institutions as well as a commitment to the development and implementation of new network designs and technology. Other companies, such as Silicon Graphics, with whom Orbit has a strong working relationship, have developed technology precisely of facilitating distance learning and the maximization of available bandwidth.

Orbit has concentrated on designing and building a robust working technology specifically for the unserved and underserved areas in the provinces which it has made an MCS application. During 1996 and 1997, certain shareholders and officers of Orbit, successfully deployed high speed internet access in Canada which exceeded the expectations of the selected educational and medical institutions. These individuals continue to consult to various institutions in the United States regarding their Internet access needs. Orbit specifically designed its technology for educational deployment in remote areas while it also allows for easy commercial and residential deployment. Orbit's revenues generated from commercial and residential subscriptions will be used to subsidize the educational institutions. Further, Orbit has partnered with 3Com Canada Inc., AT&T Canada Inc., Motorola Canada Ltd. and ClearNET Communications Inc. whose communications systems will allow for a commitment to servicing not only the urban but the rural markets as well as the extremely remote access communities. Our working digital wireless technology allows for easy and complete coverage of the most remote communities, as well as the commitment of our partners to rollout complete coverage for the province of British Columbia within three years.

To ensure that Orbit adheres to these principles identified by the Learning Authority, Orbit will establish an independent **Steering Committee** to govern its Learning Plan. **This Steering Committee will be funded by a royalty based on five percent (5%) of Orbit's revenues. Over the course of Orbit's first five years of operation, it is projected that this fund will grow to a level of \$35 to \$40 million, based on providing service in all five regions that Orbit has applied for.** Over the course of the ten-year license period it is anticipated that this fund will grow substantially. The Steering Committee will allocate and manage these funds on behalf of the Learning Communities of each Region. This fund will be established through a corporate resolution as a by-law of the Company and provided with a specific mandate and operational guidelines.

The Steering Committee will be comprised of representatives from Provincial Learning Communities, senior executives with technical expertise, seasoned financial managers, and others. The final structure of the Committee will be determined in conjunction with the Learning Authorities to best meet their needs and will include representatives from all regions across Canada to ensure consistency of policy and programs. At a minimum, the Steering Committee will establish a Quality Assurance Audit process as a management evaluation tool to ensure adherence to the principles outlined in the documents provided by the Learning Authorities. In addition, the Steering Community will report to Industry Canada on Orbit's progress in meeting its goals and objectives as described herein.

Equity of Access

If use of the information technology is important to education then the access is critical to implementation. Service to geographically isolated communities across British Columbia, rural northern communities, and both rural and urban unserved and underserved communities must be addressed as well as **French language, special needs, and aboriginal communities**. Orbit's technology (see accompanying Business Plan) permits locally generated content to be stored on Orbit's servers for broadcast distribution (Point-to-Point and/or Point-to-Multipoint) within specific communities in an interactive multicast stream.

Utilizing towers in unserved and underserved communities owned by such organizations as AT&T, Motorola, and ClearNET in rural and remote communities will ensure timely and ubiquitous coverage across the Province. Where there are communities on the coverage fringe of a Grade A broadcast area or if the building does not have line of sight to the broadcast head-end, Orbit will utilize low power repeaters to ensure coverage, thereby allowing us to address and commit to the access concerns. In fact, it is in Orbit's interest to establish service in these unserved and underserved areas as soon as possible as there is less competition from terrestrial broadband service providers, and Orbit anticipates high demand for its commercial and residential services in these areas.

To quantify this coverage objective, we will provide coverage for approximately 85% of communities over the first three years of operations. Orbit is committed to providing service to the balance of the communities over the following two years. To reach the most remote communities, Orbit is investigating the potential of using satellite uplinks in conjunction with the MCS frequencies to provide broadband services.

Maintenance of Services to Industry Standards for Education

The Learning Authorities has identified a requirement that the applicant maintain a baseline level of services that is in tune with improvements and offer upgrades to services available to business, industry and residential users. Additionally, it is imperative that the educational needs are supported in every expansion and deployment stage of the implementation of the Learning Plan. Historically, 3Com have been committed to support educational and non-profit organizations and together 3Com and Orbit is committed to maintain the highest possible level of service to meet the needs of Learning Communities. Orbit will be entering into maintenance and upgrade agreements with its suppliers to ensure that the Company maintains its leading edge position.

It is Orbit's commitment to not only meet the industry standards for education, but to exceed them. In fact, development and enhancements of Orbit's services will **be driven by the needs of the Learning Communities** and it is expected that business and residential subscribers will benefit from these enhancements. Finally, the Steering Committee will be mandated to ensure that the needs of the Learning

Communities are fulfilled and will file detailed reports to Industry Canada annually for the first five years, and system implementation progress semi-annually for the first two years.

Access to capacity

The Learning Authorities has identified the following as critical to accessing capacity:

- **Allocation of spectrum capacity...**

Orbit will establish a Priority Status on a Differentiated Class of Service for the Learning Community to ensure that the spectrum required to meet the needs of the Learning Community has been allocated. In addition, to ensure that bandwidth is available when required, Orbit will utilize Silicon Graphic's WebForce software to provide a reservation system for interactive multimedia streaming. Orbit has used this very user-friendly software successfully for scheduling and authorizing access to educational multimedia content. This software allows educators to reserve particular content for downloading at particular times. This is consistent with the manner in which educators currently utilize resources within their schools.

- **Access to Quality of Service Protocols...**

Orbit has demonstrated that its technology permits the uninterrupted and highly reliable broadcasting of both point-to-point and point-to-multipoint interactive multimedia streams in full digital MPEG standards.

- **Access to bandwidth-on-demand...**

As noted above, Orbit will establish a reservation system for use by the Learning Communities and that these communities are given the highest Priority of Status. At all times, Orbit's highly robust technology and compression techniques will ensure that the bandwidth is maximized to its fullest possible levels and reduces latency to the minimum.

- **Access to distribution infrastructure...**

Orbit will work closely with the Learning Communities to assist in the distribution of content utilizing both wireless and terrestrial networks.

- **Access to next generation high-speed optical (vBNS) backbones...**

Orbit's network is interfaced currently with that of AT&T Canada's fibre optic network – possibly the most advanced fibre network in Canada. Furthermore, Orbit commits to interfacing its network to such networks as CA*NetII and CANet 3 in all regions for which it is awarded a license.

- **Access to facilities for co-location of servers...**

Orbit will allow the co-location of servers for the Learning Communities wherever necessary. In addition, Orbit currently provides hosting services on its terabyte servers.

- **Access to facilities for full provision of broadband services...**

As noted elsewhere in this document, Orbit commits to providing access to its sophisticated and advanced facilities and networks to provide complete broadband services.

Orbit's one and two way wireless technology in conjunction with its dial-up services allows for **broadband on demand** with the equipment efficiency of alternative real time uses by various users concurrently. All of Orbit's educational institution network users have full and equal access under the Priority Status Differentiated

Class of Service. The head-end's are designed to fully utilize the 16 transmission frequencies as well as the six return bands in both vertical and horizontal polarization.

Orbit's mandate as well as our high profile partner 3Com are committed to purchasing, leasing, or utilizing the highest quality equipment available for terrestrial or wireless services. This commitment will ensure the best quality services are always available to the students, teachers, schools, libraries, and medical institutions. The current operating network is designed to meet the needs of video conferencing, streaming interactive multimedia and other large bandwidth requirements.

Our commitment to the learning community will involve making available video servers with terabyte capacities, video links, and other transmission equipment so that access is available. Our multicast features allow for 24 hour access to the Internet.

Support for Content Preparation for Digital Delivery via the Provider Networks

Orbit has partnered and negotiated with a manufacturer of leading edge digitization and encoding equipment. This manufacturer has committed to providing the equipment necessary to enabling the educators to prepare their media for distribution via the MCS bandwidth. Further, Orbit's network architecture is fully scalable and allows for growth of services as required by individual organizational users. As noted above, Orbit and its partners intend to establish a Steering Committee to evaluate the effectiveness and direct the resources of the Learning Plan to ensure satisfaction of the educational goals of the educators.

The Summary of British Columbia Educational Community needs outlined in detail the challenges that the educational, lifelong learning and non-profit sectors face. Such issues as the concerns surrounding infrastructure and in taking full advantage of the opportunities and learning technologies were proposed. We have outlined in the following appendices the detailed Orbit Learning Plan that meets the specific needs of the British Columbia Learning Community. Orbit and its partners are committed to not only satisfying but exceeding the educational needs of the community.

Specific Telecom Services and Products

Orbit's wireless services provide the infrastructure required to implement a wide range of applications such as distance learning and training, video content delivery, Internet-based e-commerce, telemedicine, and corporate multimedia communications. In brief, Orbit will be arranging to providing for low cost equipment, and in addition Orbit's services will be provided at heavily discounted rates (in some cases 100%). These services are as follows:

- Point-to-Point and Point-to-Multipoint interactive multimedia streaming.
- Large and graphic intensive **World Wide Web** pages and large electronic-mail files to be downloaded in seconds.
- The Multicast Backbone features of the Internet.
- MPEG1 and MPEG2 video programming via the Internet.
- Interactive services (audio and video).
- Full screen videos and educational videos stored in a unique, digitally compressed format designed for real-time viewing on subscribers' computers and other video distribution systems.
- High quality voice-over-Internet ("VoIP").

- Connectivity speeds from V.90 (delivered via terrestrial dial-up service) to 10Mbps wireless systems.

Orbit also has the ability to provide high quality e-mail services and host web pages. In September 1999, Orbit commenced delivery of its services in the Greater Toronto Area ("GTA") to schools, hospitals and commercial subscribers.

Content production and/or acquisition

Orbit and its partners are committed to developing and converting new print, video, audio and digital learning resources from existing courses and programs as well as converting current digital versions into multiple delivery formats. The STEERING COMMITTEE will work with teachers to further develop Learning Plans and teaching tools in order that the learning community gets the best use of new and existing content. Orbit along with its partners and the STEERING COMMITTEE will acquire and create significant quantities of new on-line resources, multi-users databases of learning objects, and content specifically relevant to the entire student range. Generous learning resources and support will be allocated for Aboriginal, multicultural including French language, as well as special need students. Full time employees will be dedicated to liaising with various educational organizations as well as different levels of government to ensure network course content is as is required.

Content providers will be allowed to broadcast and preview their materials to the educational institutions for free while paying Orbit for the access only. The revenue generated for this access will be used to subsidize the costs of bringing various services to the educational and nonprofit organizations. Additionally, any advertising revenue generated will further to reduce the costs to our educational partners in this venture.

Orbit will also be encouraging and assisting the educational communities to develop and broadcast their own content and materials. These materials may be offered to other educational, commercial , or residential users for a fee. This fee will be used to either subsidize or generate revenue for the respective institution.

Infrastructure

Orbit is a Canadian owned and controlled private company who have and will continue to develop Learning Plans to meet the educational needs of TLA. In addition to forming a Steering Committee to co-ordinate and oversee the aspects and implementation of the Learning Plan, Orbit will be dedicating full time administrative and technical professionals to ensure satisfaction of the Learning Plan content and network installations. Additionally, Industry partners have committed both marketing and research and development resources to support the Learning Plan objectives.

Funding

Orbit and its partners have and will be arranging for discounts and financing for network software and equipment. Additionally, Orbit will be establishing and maintaining a fund to assist in the installation and acquisition of equipment by those organizations that require special assistance. **The fund will be based on 5% of revenue which is anticipated to be approximately \$40 million over five years based on being awarded licenses to operate in all five regions being applied for.** Accordingly, should Orbit be awarded fewer than these five licenses, the fund will be reduced. Managed by the Steering Committee, the fund will also be used to promote and encourage the development of content and applications for delivery via the new bandwidth.

Education Challenges and Services Required

As listed in the various documents published by the Provincial Learning Authorities, the Learning Community faces a number of challenges surrounding infrastructure and in taking full advantage of the opportunities learning technologies present. In addition, the Learning Authorities have identified a set of services required. Our approach to addressing these challenges and service requirements (specific issues are commented upon throughout this document) is to:

1. Establish a **funded** Steering Committee organized for the sole purpose of advancing the use of broadband services in the Learning Community.
2. Develop partnerships with such organizations as 3Com Canada Inc. that have demonstrated dedication to promoting the use of advanced technologies in the Learning Community. In fact, 3Com is a member of University Corp., which is responsible for the next generation of the Internet (Internet2) whose founding partners include 135 universities and 40 major corporations. In addition, 3Com is a partner and executive on the IP Multicasting Initiative, which is responsible for the evolution of the multicasting on the Internet. Through these partnerships, Orbit expects the Learning Community will have improved access to the required technologies.
3. Manage its network as efficiently as possible. **This is Orbit's only business.** Working closely with its strategic partners and suppliers, Orbit is committed to maintaining the most robust and responsive network possible.

Implementation Timeframe and Scope

Orbit will be implementing its rollout after extensive consultations with the Learning Authorities based on a five year time frame. The rollout will commence after the awarding of the licenses and the conclusion on the consultation process.

Orbit, with its suppliers such as AT&T, Clearnet, and Motorola will have access to their microwave tower networks, which ensures complete access to all of the urban and rural communities or organizations regardless of location.

Orbit expects to have approximately 85% coverage with the towers provided by AT&T, ClearNET, and Motorola. This coverage will reach approximately 7.5 million institutional, commercial, and residential users. Where there are no tower sites, Orbit will ask the Boards of Education to provide real estate and/or roof top access where feasible in order to reduce costs, the savings of which will be contributed to the fund administered by the Steering Committee. To serve very remote communities, in the provinces applied for, Orbit is currently discussing the opportunity of leasing satellite transponders to facilitate interactive broadband services in these communities. There are technical challenges with regard to the use of satellites for this purpose (not to mention additional costs) however, as these challenges are addressed, satellites may benefit these communities.

Learning Plan benefits accruing to specific organizations and the Learning Authorities

Learning organizations will benefit from Orbit's and 3Com's commitment to the following:

- **Royalty Fund.** Orbit will contribute five percent (5%) of its revenues to a fund for the development and enhancement of broadband services and content. This fund will be administered by a Steering Committee

comprised of representatives from Provincial Learning Communities, senior technologists, seasoned financial managers, and others.

- **Discounts.** Over and above the Royalty Fund, Orbit will be offering substantial discounts on its services (compared to commercial subscribers) - in some cases discounts of 100%. In addition, Orbit has acquired the commitment of various manufacturers, including 3Com, for the maximum possible discounts and financing on network software and equipment. Discounts from manufactures will be passed on in full to Orbit's subscribers in the Learning Community.
- **Service and Support.** Orbit has also received the assurance of various manufacturers that they will provide assistance in such areas as designing, developing, implementing, maintaining and upgrading networks at the lowest possible cost. This support also includes training and on-going support. In addition, Orbit will operate a call centre to handle customer service and technical support issues.
- **Insight into New and Emerging Technologies.** In conjunction with its partners and suppliers, Orbit will endeavour to ensure that its subscribers are made aware of opportunities to improve their networks throughout the year as well as through the hosting of an annual two-day seminar to bring technology companies, educators, and interested parties together for this purpose.
- **Relationships.** The Learning Community will benefit from the opportunity of leveraging Orbit's and Orbit's partners formal relationships with hundreds of other related organizations and businesses. In conjunction with its partners, suppliers and other related organizations, Orbit will be creating an affinity program for its subscribers to join. The details of this program are being developed, however the goal will be to reward those organizations that use Orbit's broadband services most creatively.
- **Revenue.** Organizations will have the ability to support, host, or manufacture their own content for sale as an additional revenue source. Orbit will support the distribution of this material and assist in ensuring that revenues are tracked using secure e-commerce transaction and authorization technology.

Learning Plan Evolution

The Steering Committee will meet regularly with its subcommittees to review and revise the Learning Plan. A conference will be held with both our learning and industry partners to review new emerging technologies that can be utilized or incorporated with new or existing course content.

Conclusion

Orbit has committed to supporting and integrated their network and its related services into the various educational institutions, non-profit organizations, libraries and medical institutions. Orbit and their partners are committed to providing MCS service, which will exceed the expectation of the educational users. Orbit truly feels with our proven technology, that we can realistically and feasibly provide the complete services as required by the various educational institutions. **Orbit wants to be where you want us to be.** A successful MCS licensee providing innovative and affordable services with strong financial and industry backing in order to ensure long term success of this most exciting educational venture.

Contact Information

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Web Site: www.orbitca.com

This submission and Orbit's Applications for the 2500 MHz Multipoint Communications Systems for British Columbia, Alberta, Saskatchewan, Ontario, and Eastern Ontario and Outaouais may be found on our web site at www.orbitca.ca.

This documentation is available on compact disk ("CD"). To request a copy or additional information, please contact the company at the above number.

Appendix A
Letters of Reference

- 3Com Canada Inc.

- Queensway Hospital

- Learning Resources Centre

- North York Board of Education

- Fresno County Office of Education



October 6, 1999

Mr. Harry Dunstan
President
Orbit Canada Inc.
22 Victoria Street,
Toronto, Ontario
M5C 1Y2

Re: Support For Orbit

Dear Mr. Dunstan,

We welcome the opportunity of supporting Orbit Canada Inc. in its application for Multi-Point Communications ("MCS") spectrum in Canada and supporting the build-out and marketing of its services upon success in the application process.

We understand that a critical component of your application is your Learning Plan for educational institutions. We are particularly interested in this aspect of your application, as 3COM has dedicated significant resources to serve these markets. Our annual revenues of nearly US \$6 billion and US \$2 billion in cash reserves allows 3COM to provide to Orbit's subscribers in the education, healthcare and library communities such support as:

- Discounts and financing on network equipment. Financing could take the form of lease or rental programs for the institutions as well as individual faculty and staff members. In terms of pricing, 3COM could be prepared to review its current discount program for this market in light of the potential of Orbit's license. With regard to finance, 3COM has a capital corporation subsidiary through which these programs could be delivered.
- Service and support for the equipment installed in schools as well as assistance in designing and implementing networks. Support will include the provision of courses for MIS professionals in the management and maintenance of networks. These courses can be offered at substantial discounts for the institutional markets. With regard to service, 3COM can provide both remote diagnostic and on-site services as required on a 24/7 basis.
- To assist Orbit to meet its obligations to the institutional market, 3COM can share insight into new technologies and patents as they are being developed. This should assist Orbit to keep its advanced wireless and terrestrial networks at the leading edge as well as the networks of Orbit's subscribers. To ensure that Orbit is able to maintain its leadership position in network design, 3COM can provide hardware and software upgrades at discounted price levels.

.../2

- 3COM has significant resources dedicated to marketing and sales to the institutional market. For example, we have 40+ direct sales representatives across Canada, as well as support staff, trainers and maintenance personnel in offices across the country. 3Com also has formal relationships with hundreds of other organizations that could be leveraged for the benefit of the institutional market. Upon success in its application, we can enter into a Marketing Agreement with Orbit that can ensure that all institutional organizations in its coverage area are made aware of the numerous services that Orbit is capable of providing. Furthermore, Orbit would have access to our facilities across the country to ensure that Orbit's subscribers have the training and support they require.
- 3COM would also be very interested in having representation on Orbit's steering committee to assist in the continued development of services for the institutional market in the years to come.
- Capital to assist Orbit in the roll out of its services upon success in acquiring a license. 3COM has a venture capital fund available to invest in advanced technology-based companies such as Orbit. This support may take the form of equipment financing for head-end equipment as well as working capital in the form of an equity investment. Subject to restrictions on foreign ownership, this equity could be voting, non-voting or a combination of both. The specific levels of investment will be determined once the coverage areas have been awarded, however, 3COM is committed to ensuring the success of Orbit's service deployment.

I trust this letter will serve to support your application and am looking forward to working with you as you rollout your services. 3Com is excited to be involved in this process with your organization as you have clearly developed an advanced approach to utilizing radio spectrum. We certainly see synergies between our organizations that can be developed for the benefit of our mutual markets.

Harry, please do not hesitate to contact me should you have any questions regarding the contents of this letter. We will also make ourselves available to meet with the Learning Authorities and/or Industry Canada at any time during the licensing process.

In closing, I want to reiterate our strong support for your application and wish you well in this endeavour.

Yours truly,



Dan Servos
President & General Manager
3COM Canada Inc.

AL J. CAVAN
CHAIRMAN OF THE BOARD



KEN W. WHITE
PRESIDENT & C.E.O.

To: Doug McLean
From: Dave Burgess
CC: SelectView Wireless Corp.
Date: 06/05/97
Re: Internet Service

The Internet service was installed the week of May 19. From that time we have had no problems with the exception of a day. When problems did occur Greg Haire was very prompt in getting to us and resolving the problem. The service efficiency has been exceptional and has met our requirements. The connection speed has proved to be a serious time-saver and worthy of a hospital environment.

Overall, we are pleased with the performance, support, and setup of the system.

Dave Burgess
Information Systems
Queensway General Hospital

June 10, 1997

SelectView Group of Companies
40 King Street W.
Suite 4900
Toronto, Ontario M5H 4A2

Dear Sir:

For the last month we have had the opportunity to use the Selectview as high speed Internet provider. As we have used modem the upload has taken the same time or longer but the difference in speed in the download is very impressive. The connection is very clear as there is no line static.

Time Comparison:

3.34 mg in 3 minutes 29 seconds

average is 11 kilobytes per second

minimum reduction is 1/2 the time

This test was done in the middle of business hours

As a unit for schools, with faster downloads, more students and teachers should have access to these resources (research time should be reduced). In our Board this is a concern with limited computer access.

Yours truly,



V. Hewlitt

COMPUTERS IN EDUCATION CENTRE

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June 11, 1997

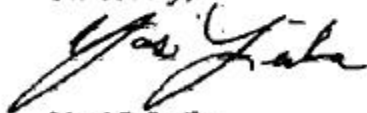
Dear Selectview,

As a information technology consultant to the North York Board of Education I have worked with a host of wireless communication companies. None of which have been able to prove their products to our satisfaction.

Your company has generously set up two test sites at our locations. One of which is at Computers in Education Centre, 550 Finch Avenue West and the other at Mono Cliffs Outdoor Education Centre, MonoMills. Previously we were faced with the dilemma of not being able to receive a high-bandwidth signal at MonoCliffs. Our phone company has ISDN capabilities for the city but the service wasn't available yet up in that region.

After your installation, we were amazed at the speed of which your service operates and the simplicity of the setup. At this time we are currently doing tests on individual computers and will probably start to conduct tests of a network of systems in school lab scenario.

Sincerely,



Yosi J. Leiba
Co-ordinator of Info-Tech Development Project
in association with Computers in Education,
North York Board of Education



fresno county office of education

DATE: October 7, 1999

TO: Harry Dunston
Orbit Canada, Inc.
44 Victoria Street
Suite 1701
Toronto, ON M5C 1Y2

FROM: Dr. Donald P. Gregory
Director
School Library and Media Services

SUBJECT: Letter of Recommendation for Decathlon Communication

The Fresno County Office of Education is currently broadcasting eight digital channels daily to a student population of approximately one hundred and eighty thousand students. Our ability to broadcast quality digital channels is a direct result of Decathlon's capability to digitize these channels. We are not only fully satisfied with the current utilization of our digital Decathlon channels, but, we have formed a consortium with other agencies and are contracting with Decathlon to digitize the entire system of channels.

I personally recommend Decathlon without hesitation or reservation and evidence my recommendation through the existence of our current and planned contracts with them. Should you wish to see our system in action, we would be most happy to have you visit us at any time.

Sincerely,

Donald P. Gregory, Ed.D.