

**DRAFT Minutes**  
**Advanced Television Systems Committee, Inc.**  
**Board of Directors Meeting**  
By Conference Call  
October 8, 2004

**1. Call to Order; Determination of Quorum; Approval of Agenda**

Chairman Phil Livingston (Panasonic Broadcast) called the meeting to order at 10:06 PM. The Attendance List is **Attachment 1**. A quorum was determined. The agenda (**Attachment 2**) was approved as drafted.

**2. Review of Status of Shaw Pittman Letter of September 28**

William Blumenthal, King & Spalding reviewed issues relating to the September 28<sup>th</sup> letter from CEA's law firm, Shaw Pittman.

Mr. Blumenthal reminded the Board members that they have a fiduciary responsibility to act in the best interest of ATSC. Addressing the issue of participation in Board consideration of this matter, he said the Board could theoretically form a committee of disinterested directors. However, he thought that all Directors probably have some interest in the issue and therefore thought all Board members should continue to participate in considerations of this matter.

Mr. Blumenthal described his letter of October 1 to Mr. Jerald Jacobs of Shaw Pittman. He said that his goal was to try to deescalate the matter and to request the basis for the CEA accusations in the Shaw Pittman letter. Mr. Blumenthal reported that while Mr. Jacobs has responded to his letter, he did not provide any details regarding the CEA accusations.

Mr. Blumenthal described three options for the ATSC Board. He said the Board could retain another law firm to undertake an external audit as suggested by CEA. He described some of the potential risks, costs and complexities of such an undertaking. Mr. Blumenthal said that another course of action would be for ATSC to turn the matter over to the Department of Justice or the Federal Trade Commission. He went on to say that a third option would be to ask his firm to conduct a limited review. This approach would include ongoing efforts to obtain from Shaw Pittman the factual basis for the accusations, interviewing individuals involved in the E-VSB standards development activity and following up on any significant information. The Board discussed a draft resolution (**Attachment 3**) to engage King & Spalding to review the legal concerns raised by the Shaw Pittman letter. Robert Rast, Micronas made a motion to adopt the resolution as drafted. Tom Hankinson, ABC seconded the motion. Ralph Justus, CEA moved to amend the motion to add the words "and Chairman" following the word "President" in both the fourth and fifth paragraphs of the resolution. The motion to amend was seconded by Joseph Flaherty, CBS. The motion to amend was discussed and defeated on a roll call vote. The main motion was approved without objection on a roll call vote.

Mr. Blumenthal indicated that as a part of his review, he would like to interview members of the Board. He asked Board members that do not reside in Washington to let Mark Richer know if they were planning any trips to the area.

**3. Schedule of Future Meetings**

The next meeting of the Board of Directors is scheduled for December 8<sup>th</sup>.in Washington, DC.

**4. Adjournment**

The meeting was adjourned at approximately 12:00 PM.

**Attachments**

Attachment 1 Attendance

Attachment 2 Agenda

Attachment 3 Resolution to engage King & Spalding

**Attachment 1**

**Agenda**  
**Advanced Television Systems Committee, Inc.**  
**Board of Directors Meeting**

**October 8, 2004**

**10 AM – 12:00 PM**

**By Conference Call**

**Call-in number: 888-847-8686**

**Conference ID: 3003142**

1. Call to Order; Determination of Quorum; Approval of Agenda
2. Review of Status of Shaw Pittman Letter of September 28, 2004 (W. Blumenthal)
3. Other Business
4. Schedule of Future Board Meetings: December 8
5. Adjournment

**Attachment 2**

**ATSC Board of Directors Meeting**  
**Attendance List**  
**August 8, 2004**  
**Conference Call**

**Board Members Present**

Lynn Claudy, NAB  
Sterling Davis, Cox Broadcasting  
Joe Flaherty, CBS  
Ira Goldstone, Tribune  
Pat Griffis, Microsoft (teleconference)  
Tom Hankinson, ABC  
Michael Isnardi, IEEE  
Ralph Justus, CEA  
Phil Livingston, Panasonic  
Robert Rast, LINX  
Glenn Reitmeier, NBC (teleconference)  
Peter Symes, SMPTE  
Victor Tawil, MSTV  
Wayne Luplow, Zenith  
Andy Scott, NCTA

**ATSC Members and Guests**

Mark Richer, President  
William Blumenthal, King & Spalding

Attachment 3

**ADVANCED TELEVISION SYSTEMS COMMITTEE, INC.**

**RESOLUTIONS OF THE  
BOARD OF DIRECTORS  
ADOPTED ON OCTOBER 8, 2004**

**WHEREAS**, Consumer Electronics Association ("CEA"), a member of the Corporation, has raised certain legal concerns about the Enhanced VSB Standard ("E-VSB Standard") recently adopted by the Corporation and the letter ballot process by which the E-VSB Standard was approved; and

**WHEREAS**, the Board of Directors of the Corporation has determined that it is in the Corporation's best interest to engage an outside law firm to conduct a review of the legal concerns raised by CEA (the "Matters").

**NOW, THEREFORE, IT IS:**

**RESOLVED**, that the Corporation be and hereby is authorized to engage King & Spalding LLP to review the Matters and to take any and all other actions reasonably necessary in furtherance of such review.

**RESOLVED**, that the President of the Corporation be and hereby is authorized and directed to take such further actions, including, without limitation, the delivery of such documents, consents, certificates and the like, in the name and on behalf of the Corporation, as may be necessary or desirable to assist King & Spalding LLP in its review as contemplated by the foregoing resolution, and to carry out the purposes of these resolutions.

**RESOLVED**, that the President of the Corporation be and hereby is authorized to enter into, execute and deliver any such documents and agreements as the President deems appropriate, to carry out the purpose and intent of the foregoing resolutions.