IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

TV GUIDE ONLINE, INC., and TV GUIDE ONLINE, LLC, Plaintiffs and Counterclaim Defendants, v. TRIBUNE MEDIA SERVICES, INC., Defendant and Counterclaim Plaintiff.	)	C.A. No. 05-CV-725-***

STIPULATED AMENDMENT TO THE COURT'S APRIL 11, 2006
PROTECTIVE ORDER

WHEREAS, discovery in the above-entitled action has been ongoing; and

WHEREAS, TV Guide Online and TMS agree that it would serve their respective interests to amend the Court's April 11, 2006 protective order to facilitate the production and receipt of certain information during discovery;

NOW, THEREFORE, upon consideration of the record and pursuant to the provisions of Fed. R. Civ. P. 26(c);

IT IS HEREBY ORDERED, STIPULATED AND AGREED, subject to the approval of the Court, as follows:

1. Paragraph 6(i) is replaced with the following:

Subject to Paragraph 19 of this Order, three in-house litigation attorneys for TV Guide Online, Ronald E. Naves, Jr., Esq., Vladimir V. Radovanov, Esq., and Jeffrey A. Fehervari, Esq., whose advice and consultation are being or will be used by TV Guide Online in connection with preparation for trial or depositions in this action, including any motions made in this action.

2. Paragraph 6(j) is replaced with the following:

Subject to Paragraph 19 of this Order, three in-house litigation attorneys for TMS, Beth Fulkerson, Esq., Salvador K. Karottki, Esq., and Karen Flax, Esq., whose advice and consultation are being or will be used by TMS in connection with preparation for trial or depositions in this action, including any motions made in this action.

3. The parties have agreed to add the following additional terms, which have been requested by Scientific-Atlanta, Inc. as a condition of consenting to the production by TV Guide Online of documents and information containing Confidential Information of Scientific-Atlanta, Inc.:

a. All information containing Scientific-Atlanta Confidential Information will be designated "SCIENTIFIC-ATLANTA CONFIDENTIAL INFORMATION—OUTSIDE COUNSEL'S EYES ONLY."

b. Disclosure of all documents and information designated "SCIENTIFIC-ATLANTA CONFIDENTIAL INFORMATION—OUTSIDE COUNSEL'S EYES ONLY" will be limited solely to:

i. Outside counsel for TV Guide Online, namely members and associates of Richards, Layton & Finger P.A. and Ropes & Gray LLP, or other law firm(s) that may file an appearance in this action, and their necessary support personnel, including without limitation secretaries, paralegals, jury consultants, graphics and other litigation support staffs;

ii. Outside counsel for TMS, namely members and associates of Morris, James LLP and Kirkland & Ellis LLP, or other law firm(s) that may file an appearance in this action, and their necessary support personnel, including

without limitation secretaries, paralegals, jury consultants, graphics and other litigation support staffs;

iii. Employees of outside vendors providing photocopy, imaging, database, and design services in connection with this litigation;

iv. Jury, trial, graphic and visual aid consulting services retained for purposes of this litigation who have executed an Undertaking in the form annexed to this Stipulated Amendment as Exhibit A;

v. Stenographic reporters and videographers engaged for depositions or proceedings necessary to this action;

vi. The Court, the Court's staff, and the jury in this litigation;

vii. No more than a total of eight (8) outside experts or consultants for each side, whose advice and consultation are being or will be used by such party in connection with this proceeding, including other professional and clerical staff at the outside expert's or outside consultant's firm, consulting group, or company, subject to the conditions set forth in Paragraphs 7 and 8 of the Court's April 11, 2006 Protective Order and the execution of the Undertaking in the form annexed to this Stipulated Amendment as Exhibit A. Outside experts or outside consultants, as used in this Paragraph, shall not include any employee of the Receiving Party.

c. Deposition testimony that TV Guide Online believes qualifies in whole or in part for treatment as "SCIENTIFIC-ATLANTA CONFIDENTIAL INFORMATION—OUTSIDE COUNSEL'S EYES ONLY" shall be appropriately designated orally on the record at deposition or by written notice to

all counsel of record no later than thirty (30) days after the deposition testimony. TV Guide Online shall notify the reporter to label relevant portion(s) of the transcript and exhibit(s) with "SCIENTIFIC-ATLANTA CONFIDENTIAL INFORMATION—OUTSIDE COUNSEL'S EYES ONLY." Counsel for TMS shall treat such designated deposition testimony in accordance with the terms of this Stipulated Amendment. Portions of a deposition that contain Scientific-Atlanta Confidential Information shall be taken only in the presence of persons entitled to access to such information under the terms of this Stipulated Amendment.

d. Access to and disclosure of information designated "SCIENTIFIC-ATLANTA CONFIDENTIAL INFORMATION – OUTSIDE COUNSEL'S EYES ONLY," including all copies, summaries, abstracts, excerpts, indices, and descriptions of such material or the information derived therefrom, shall be governed in accordance with the terms of this Stipulated Amendment. All such information shall be carefully maintained so as to preclude access by persons who are not entitled to receive such information.

e. Unless otherwise provided in this Stipulated Amendment, all information designated "SCIENTIFIC-ATLANTA CONFIDENTIAL INFORMATION – OUTSIDE COUNSEL'S EYES ONLY" shall be treated with at least the level of protection that is provided by the Court's April 11, 2006 Protective Order for "Confidential Information."

f. Nothing in this Stipulated Amendment shall be construed to limit the access to any documents or information that TV Guide Online and its affiliates, including

its outside counsel and experts, otherwise would have had in the absence of this Stipulated Amendment.

/s/ Steven J. Fineman
Counsel for TV Guide Online, Inc. and TV Guide Online, LLC

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IT IS SO ORDERED:

DATED:_____, 2007

_____
United States Magistrate Judge

EXHIBIT A: NON-DISCLOSURE AGREEMENT

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

TV GUIDE ONLINE, INC., and TV GUIDE ONLINE, LLC, Plaintiffs, v. TRIBUNE MEDIA SERVICES, INC., Defendants.	C.A. No. 05-CV-725-***

UNDERTAKING OF

STATE OF)
: ss.:
COUNTY OF)

I, _____, being duly sworn, state that:

My address is _____. My present employer is _____ and the address of my present employment is _____. My present occupation is _____.

I have received a copy of the Protective Order in this action and the Stipulated Amendment to the Court's April 11, 2006 Protective Order ("the Amendment"). I have carefully read and understand the provisions of the Protective Order and the Amendment.

I will comply with all of the provisions of the Protective Order and the Amendment. I will hold in confidence, will not disclose to anyone not qualified under the Protective Order and the Amendment, and will use only for purposes of this action, any CONFIDENTIAL INFORMATION and SCIENTIFIC-ATLANTA CONFIDENTIAL

INFORMATION, including the substance and any copy, summary, abstract, excerpt, index, or description of such material, that is disclosed to me.

I will return all CONFIDENTIAL INFORMATION and SCIENTIFIC-ATLANTA CONFIDENTIAL INFORMATION that comes into my possession, and all documents and things that I have prepared relating thereto, to counsel for the party by whom I am employed or retained or from whom I received such material.

I hereby submit to the jurisdiction of this Court for the purpose of enforcement of the Protective Order and the Amendment in this action.

_____
[Signature]

Sworn and subscribed to
before me this ___ day
of _____, 2007.

_____
Notary Public