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Sarah C. Walkenhorst
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FAX: (608) 283-4465
EMAIL: SWalkenhorst@perkinscoie.com

January 13, 2011

VIA FEDERAL EXPRESS

Clerk of Court
U.S. Court of Appeals Seventh Circuit
Room 2722
219 South Dearborn Street
Chicago, IL 60604

U.S.C.A. - 7th Circuit
RECEIVED

JAN 14 2011 RJT

GINO J. AGNELLO
CLERK

**Re: WIAA, et al. v. Gannett Co., et al.
Appeal No. 10-2627**

Dear Clerk:

Pursuant to the Court's Order, dated January 12, 2011, Docket No. 32, enclosed for filing please find an original and three copies of the redacted version of Docket No. 104 (specifically, Docket No. 104 incorporating a redacted Exhibit A) for placement on the public record. An extra copy and a return envelope have been provided so a file-stamped copy may be returned to my office. Appellee American-HiFi, Inc. provided Appellants with a copy of the redacted exhibit for review yesterday, and Appellants indicated that they would not object to the exhibit, as redacted.

Very truly yours,

Sarah C. Walkenhorst
Enclosure

cc: John S. Skilton
Autumn N. Nero
Jeff J. Bowen

JAN 14 2011 RJT

GINO J. AGNELLO
CLERK

IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF WISCONSIN

WISCONSIN INTERSCHOLASTIC ATHLETIC
ASSOCIATION, AMERICAN-HIFI, INC.,

Plaintiffs,

Case No. 09-CV-155

v.

FILED UNDER SEAL

GANNETT CO., INC. and
WISCONSIN NEWSPAPER ASSOCIATION, INC.,

Defendants.

**THIRD DECLARATION OF MONICA SANTA MARIA IN SUPPORT OF
DEFENDANTS' MOTION FOR SUMMARY JUDGMENT
ON THEIR COUNTERCLAIM**

I, Monica Santa Maria, declare and state as follows:

1. I am an attorney with the law firm of Godfrey & Kahn, S.C., counsel to defendants Gannett Co., Inc. and Wisconsin Newspaper Association, Inc.
2. I make the following statements based on my personal knowledge.
3. Attached hereto as Exhibit A is a true and correct copy of Exhibit B of Plaintiff American-HiFi, Inc.'s Responses to Defendant Gannett Co., Inc.'s First Set of Requests for Interrogatories (Profit & Loss Prev Year Comparison, January 2006 through December 2008) that was served on Defendants' counsel on January 11, 2010.
4. Attached hereto as Exhibit B is a true and correct copy of excerpts of the 2008 Gannett Annual Report.
5. Attached hereto as Exhibit C is a true and correct copy of Exhibit A of Plaintiff American-HiFi, Inc.'s Responses to Defendant Gannett Co., Inc.'s First Set of Requests for

Interrogatories (WIAA rights-fee invoices showing payments due to WWY) that was served on Defendants' counsel on January 11, 2010.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Dated this 22nd day of February, 2010.

s/Monica Santa Maria
Monica Santa Maria

4693743_1

EXHIBIT A

9:30 AM

01/11/10

Accrual Basis

American-HiFi, Inc.

Profit & Loss Prev Year Comparison

January 2006 through December 2008

Redacted

CONFIDENTIAL

EXHIBIT B



2008 ANNUAL REPORT

ANAPOLIS STAR THE CINCINNATI ENQUIRER
The Courier-Journal  USA TODAY



The Greenville News

careerbuilder.com™

NEWS-PRESS

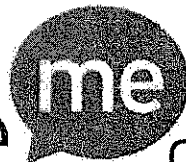


FLORIDA REPUBLIC pointroll

Free Press



The Burlington Free Press



reader shop Local momsl like .com

TELEVISION STATIONS AND AFFILIATED ONLINE SITES

State	City	Station/Online site	Channel/Network	Weekly Audience(a)	Founded
Arizona	Flagstaff	KNAZ-TV	Channel 2/NBC	(b)	1970
	Phoenix	KPNX-TV <i>www.azcentral.com/12news</i>	Channel 12/NBC	1,282,000	1953
Arkansas	Little Rock	KTHV-TV <i>www.todaysthv.com</i>	Channel 11/CBS	463,000	1955
California	Sacramento	KXTV-TV <i>www.news10.net</i>	Channel 10/ABC	1,026,000	1955
Colorado	Denver	KTVD-TV <i>www.my20denver.com</i>	Channel 20/MyNetworkTV	668,000	1988
		KUSA-TV <i>www.9news.com</i>	Channel 9/NBC	1,215,000	1952
District of Columbia	Washington	WUSA-TV <i>www.wusa9.com</i>	Channel 9/CBS	1,799,000	1949
Florida	Jacksonville	WJXX-TV	Channel 25/ABC	477,000	1989
		WTLV-TV <i>www.firstcoastnews.com</i>	Channel 12/NBC	536,000	1957
	Tampa-St. Petersburg	WTSP-TV <i>www.tampabay10.com</i>	Channel 10/CBS	1,309,000	1965
Georgia	Atlanta	WATL-TV <i>www.myaitv.com</i>	Channel 36/MyNetworkTV	1,230,000	1954
		WXIA-TV <i>www.11alive.com</i>	Channel 11/NBC	1,719,000	1948
	Macon	WMAZ-TV <i>www.13wmaz.com</i>	Channel 13/CBS	208,000	1953
Maine	Bangor	WLBZ-TV <i>www.wlbz2.com</i>	Channel 2/NBC	108,000	1954
	Portland	WCSH-TV <i>www.wcsh6.com</i>	Channel 6/NBC	361,000	1953
Michigan	Grand Rapids	WZZM-TV <i>www.wzzm13.com</i>	Channel 13/ABC	415,000	1962
Minnesota	Minneapolis-St. Paul	KARE-TV <i>www.kare11.com</i>	Channel 11/NBC	1,404,000	1953
Missouri	St. Louis	KSDK-TV <i>www.ksdk.com</i>	Channel 5/NBC	1,138,000	1947
New York	Buffalo	WGRZ-TV <i>www.wgrz.com</i>	Channel 2/NBC	546,000	1954
North Carolina	Greensboro	WFMY-TV <i>www.digtriad.com</i>	Channel 2/CBS	600,000	1949
Ohio	Cleveland	WKYC-TV <i>www.wkyc.com</i>	Channel 3/NBC	1,247,000	1948
South Carolina	Columbia	WLTX-TV <i>www.wltx.com</i>	Channel 19/CBS	296,000	1953
Tennessee	Knoxville	WBIR-TV <i>www.wbir.com</i>	Channel 10/NBC	497,000	1956

Captivate Network: *www.captivatenetwork.com*

Headquarters: Chelmsford, Mass.

Advertising offices: Chicago, Ill.; Los Angeles, Calif.; New York, N.Y.; San Francisco, Calif.; Toronto, Canada.

(a) Weekly audience is number of TV households reached, according to the November 2008 Nielsen book.

(b) Audience numbers fall below minimum reporting standards.

EXHIBIT C

EXHIBIT A

when we were young

PRODUCTIONS

501 Moravian Valley Road
 Waunakee, WI 53597
 P (608) 849-3200 F (608) 850-4682

Invoice

Date	Invoice #
3/16/2009	1364

Bill To:

isportstv
 Attn: Dave Fischer
 3023 Comet Ave
 Eau Claire, WI 54703

Ship To:

isportstv
 Attn: Dave Fischer
 3023 Comet Ave
 Eau Claire, WI 54703

Terms	Ship Via	P.O. No.
Due on receipt	US Mail	

Item ID	Description	Format	Qty	Price	Ext. Price
WIAA Rights Fee	Content Rights Fee for WIAA Streamed Events (3.3 BBB Eau Claire North vs Chippewa Falls, 3.5 BBB Altoona vs Bloomer, 3.6 GBB Eau Claire North vs Chippewa Falls)		3	250.00	750.00

Please remit payment to the above address.
 Thank you for your business!

Subtotal	\$750.00
Sales Tax (5.5%)	\$0.00
Total Due	\$750.00

when we were young

PRODUCTIONS

501 Moravian Valley Road
 Waunakee, WI 53597
 P (608) 849-3200 F (608) 850-4682

Invoice

Date	Invoice #
3/16/2009	1363

Bill To:
 ifan Sports Network
 5617 John Ave.
 Superior WI 54880

Ship To:
 ifan Sports Network
 5617 John Ave.
 Superior WI 54880

Terms	Ship Via	P.O. No.
Due on receipt	US Mail	

Item ID	Description	Format	Qty	Price	Ext. Price
WIAA Rights Fee	Content Rights Fee for WIAA Streaming events (2.24 GBB Northwestern vs Osceola, 3.3 BBB Menomonie vs Superior & Hayward vs Northwestern, 3.5 BBB Northwestern vs Amery, 3.7 BBB Northwestern vs Osceola & River Falls vs Superior, 3.12 BBB Northwestern vs Rice Lake, 3.13 BBB Superior vs Eau Claire North, 3.14 BBB Northwestern vs Onalaska)		9	250.00	2,250.00

Please remit payment to the above address.
 Thank you for your business!

Subtotal	\$2,250.00
Sales Tax (0.0%)	\$0.00
Total Due	\$2,250.00

when we were young

PRODUCTIONS

501 Moravian Valley Road
 Waunakee, WI 53597
 P (608) 849-3200 F (608) 850-4682

Invoice

Date	Invoice #
3/11/2009	1348

Bill To:

WISC-TV
 Attn: Brian Burns
 7025 Raymond Road
 Madison WI 53719

Ship To:

WISC-TV
 Attn: Brian Burns
 7025 Raymond Road
 Madison WI 53719

Terms	Ship Via	P.O. No.
Due on receipt	US Mail	n/a

Item ID	Description	Format	Qty	Price	Ext. Price
WIAA Rights Fee	Content Rights Fee for WIAA Football Tournament Game, Waunakee vs. Monona Grove			250.00	250.00
WIAA Rights Fee	Content Rights Fee for WIAA Football Tournament Game, Verona vs. Sussex-Hamilton			250.00	250.00
WIAA Rights Fee	Content Rights Fee for WIAA Boys Basketball Tournament Game, Monroe vs. Wisconsin Dells			250.00	250.00

Please remit payment to the above address.
 Thank you for your business!

Subtotal	\$750.00
Sales Tax (5.5%)	\$0.00
Total Due	\$750.00

when we were young

PRODUCTIONS

501 Moravian Valley Road
Wauwaukee, WI 53597
P (608) 849-3200 F (608) 850-4682

Invoice

Date	Invoice #
3/3/2009	1340

Bill To:

WISC-TV
Attn: Brian Burns
7025 Raymond Road
Madison WI 53719

Ship To:

WISC-TV
Attn: Brian Burns
7025 Raymond Road
Madison WI 53719

Terms	Ship Via	P.O. No.
Due on receipt	US Mail	n/a

Item ID	Description	Format	Qty	Price	Ext. Price
WIAA Rights Fee	Content Rights Fee for WIAA Boys Hockey Tournament Game, Verona vs. Middleton			250.00	250.00
WIAA Rights Fee	Content Rights Fee for WIAA Boys Basketball Tournament Game, Sun Prairie vs. Middleton			250.00	250.00

Please remit payment to the above address.
Thank you for your business!

Subtotal	\$500.00
Sales Tax (5.5%)	\$0.00
Total Due	\$500.00

when we were young

PRODUCTIONS

501 Moravian Valley Road
 Waunakee, WI 53597
 P (608) 849-3200 F (608) 850-4682

Invoice

Date	Invoice #
12/1/2009	1505

Bill To:

ifan Sports Network
 5617 John Ave.
 Superior WI 54880

Ship To:

ifan Sports Network
 5617 John Ave.
 Superior WI 54880

Terms	Ship Via	P.O. No.
Due on receipt	US Mail	n/a

Item ID	Description	Format	Qty	Price	Ext. Price
WIAA Rights Fee	WIAA Tournament Rights Fee - Northwestern Football Internet Streaming Rights Fee		4	250.00	1,000.00

Please remit payment to the above address.
 Thank you for your business!

Subtotal	\$1,000.00
Sales Tax (0.0%)	\$0.00
Total Due	\$1,000.00

No. 10-2627

UNITED STATES COURT OF APPEALS
FOR THE SEVENTH CIRCUIT

Wisconsin Interscholastic Athletic
Association and American-HiFi, Inc.,

Plaintiffs-Appellees,

v.

Gannett Co., Inc. and Wisconsin
Newspaper Association,

Defendants-Appellants.

U.S.C.A. - 7th Circuit
RECEIVED

JAN 14 2011 RJT

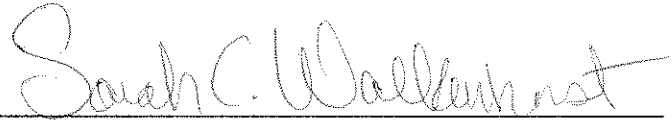
GINO J. AGNELLO
CLERK

Appeal from a Judgment and Order of the United States
District Court for the Western District of Wisconsin
Case No. 09-CV-155-WMC
Hon. William M. Conley, Presiding

PROOF OF SERVICE

I, Sarah C. Walkenhorst, an attorney with the law firm of Perkins Coie LLP, hereby certify that on January 13, 2011, I caused a hard copy of THIRD DECLARATION OF MONICA SANTA MARIA IN SUPPORT OF DEFENDANTS' MOTION FOR SUMMARY JUDGMENT ON THEIR COUNTERCLAIM to be served by hand delivery on the following persons listed below:

Robert J. Dreps
Monica Santa Maria
Godfrey & Kahn, S.C.
One East Main Street
Madison, WI 53703
rdreps@gklaw.com
msantamaria@gklaw.com

A handwritten signature in cursive script that reads "Sarah C. Walkenhorst". The signature is written in dark ink and is positioned above a horizontal line.

Sarah C. Walkenhorst