Rainbow Media Enterprises, Inc.
Form 424B3
June 08, 2012
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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-180910

Prospectus

AMC Networks Inc.

Offer to Exchange up to

$700,000,000 principal amount of our 7.75% Senior Notes due 2021

which have been registered under the Securities Act of 1933

For Any and All Outstanding Unregistered 7.75% Senior Notes due 2021

We are offering to exchange up to $700,000,000 aggregate principal amount of our new 7.75% Senior Notes due 2021 (the new notes) for an equivalent amount of our outstanding, unregistered 7.75% Senior Notes due 2021 (the old notes , together with the new notes, the notes). The new notes will be identical in all material respects to the old notes, except that the new notes are registered under the Securities Act of 1933, as amended (the Securities Act) and there are certain differences relating to transfer restrictions, registration rights and payment of additional interest in case of non-registration. **The exchange offer will expire at 5:00 p.m., New York City time, on July 9, 2012, subject to our right to extend the expiration date.** You must tender your old notes by the deadline to obtain new notes.

The notes are our unsecured senior obligations and rank equally in right of payment with all of our existing and future unsecured senior indebtedness and effectively junior to all of our existing and future secured indebtedness up to the value of the collateral securing such indebtedness. Our obligations under the notes are guaranteed on a senior unsecured basis by each of our existing and future domestic restricted subsidiaries, subject to certain exceptions. The guarantees rank equally with all of the guarantors existing and future unsecured senior indebtedness and effectively junior to any existing and future secured indebtedness of the guarantors up to the value of the collateral securing such indebtedness. Our non-U.S. subsidiary, and any future non-U.S. subsidiaries, are not guarantors. See Description of Notes Note Guarantees.

We agreed with the initial purchasers of the old notes to make this offer and to register the issuance of the new notes after the initial sale of the old notes. This offer applies to any and all old notes tendered by the expiration date of the exchange offer.

Terms of Exchange Offer

The exchange offer will expire at 5:00 p.m., New York City time, on July 9, 2012 subject to our right to extend the expiration date.

There is no established trading market for the new notes, and AMC Networks Inc. does not intend to apply for listing of the new notes on any securities exchange.

See Risk Factors beginning on page 15 for a discussion of matters that participants in the exchange offer should consider in connections with this offer and an investment in the new notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is June 7, 2012.

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Each broker-dealer that receives new notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such new notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of new notes received in exchange for original notes where such new notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. AMC Networks Inc. has agreed that, starting on the date that the exchange offer commences and ending on the close of business on the day that is 90 days following that date, they will make this prospectus available to any broker-dealer for use in connection with any such resale. See Plan of Distribution.

AMC Networks Inc. has not authorized any person to give you any information or to make any representations about the exchange offer other than those contained in this prospectus. If you are given any information or representations that are not discussed in this prospectus, you must not rely on that information or those representations. This prospectus is not an offer to sell or a solicitation of an offer to buy any securities other than the securities to which it relates. In addition, this prospectus is not an offer to sell or the solicitation of an offer to buy those securities in any jurisdiction in which the offer or solicitation is not authorized, or in which the person making the offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make an offer or solicitation. The delivery of this prospectus and any exchange made under this prospectus do not, under any circumstances, mean that there has not been any change in the affairs of AMC Networks Inc. since the date of this prospectus or that information contained in this prospectus is correct as of any time subsequent to its date.

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This prospectus incorporates business and financial information about us that is not included in or delivered with this prospectus. You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with different information. The information contained in this prospectus is accurate only as of its date regardless of the time of delivery of this prospectus or of any exchange of our old notes for new notes.

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In connection with the exchange offer, we have filed with the U.S. Securities and Exchange Commission, or the SEC, a registration statement on Form S-4, under the Securities Act of 1933, relating to the new notes to be issued in the exchange offer. As permitted by SEC rules, this prospectus omits information included in the registration statement. For a more complete understanding of the exchange offer, you should refer to the registration statement, including its exhibits.

The public may read and copy any reports or other information that we file with the SEC. Such filings are available to the public over the Internet at the SEC s website at http://www.sec.gov. The SEC s website is included in this prospectus as an inactive textual reference only. You may also read and copy any document that we file with the SEC at its public reference room at Room 1580, 100 F Street, N.E., Washington D.C. 20549. You may obtain information on the operation of the public reference room by calling the SEC at 1-800-SEC-0330. You may also obtain a copy of the registration statement relating to the exchange offers and other information that we file with the SEC at no cost by calling us or writing to us at the following address:

AMC Networks Inc.

11 Penn Plaza

New York, NY, 10001

Attn: Investor Relations

(212) 324-8500

You will not be charged for any of the documents that you request.

In order to ensure timely delivery of the requested documents, requests should be made no later than July 2, 2012, which is five business days before the date this exchange offer expires. In the event that we extend the exchange offer, we urge you to submit your request at least five business days before the expiration date, as extended.

Certain Terms Used in This Prospectus

Unless the context requires otherwise and other than in Description of Notes, when used in this prospectus, AMC, we, us and our refer to AM Networks Inc., its consolidated subsidiaries and their respective predecessors.

Cautionary Note Regarding Forward Looking Statements

This prospectus contains statements that constitute forward-looking information within the meaning of the Private Securities Litigation Reform Act of 1995. This prospectus contains statements concerning our future operating results and future financial performance. Words such as expects, anticipates, believes, estimates, may, will, should, could, potential, continue, intends, plans and similar words a discussion of future operating results and future financial performance identify forward-looking statements. Investors are cautioned that any such forward-looking statements are not guarantees of future performance or results and involve risks and uncertainties, and that actual results or developments may differ materially from the forward-looking statements as a result of various factors. Factors that may cause such differences to occur include, but are not limited to:

- the level of our revenues;
- market demand for new programming services;
- demand for advertising inventory;

the demand for our programming among cable and other multichannel distribution platforms, including DBS and platforms operated by telecommunications providers (we refer collectively to these cable and other multichannel distributors as multichannel video distributors or distributors) and our ability to maintain and renew affiliation agreements with multichannel video distributors;

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- the cost of, and our ability to obtain or produce, desirable programming content for our networks and film distribution businesses;
- market demand for our services internationally and for our film distribution business, and our ability to profitably provide those services;
- the security of our program rights and other electronic data;
- the loss of any of our key personnel and artistic talent;
- the highly competitive nature of the cable programming industry;
- changes in both domestic and foreign laws or regulations under which we operate;
- the outcome of litigation and other proceedings, including the matters described in the notes to our consolidated financial statements;
- general economic conditions in the areas in which we operate;
- our substantial debt and high leverage;
- reduced access to capital markets or significant increases in costs to borrow;
- the level of our expenses;
- the level of our capital expenditures;
- future acquisitions and dispositions of assets;
- whether pending uncompleted transactions, if any, are completed on the terms and at the times set forth (if at all);
- other risks and uncertainties inherent in our programming businesses;
- financial community and rating agency perceptions of our business, operations, financial condition and the industry in which we operate, and the additional factors described herein, and
- the factors described under Risk Factors herein.

We disclaim any obligation to update or revise the forward-looking statements contained herein, except as otherwise required by applicable federal securities laws.

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PROSPECTUS SUMMARY

The following summary highlights selected information contained elsewhere in this prospectus, but does not contain all the information that is important to you. You should read this entire prospectus carefully, including the sections titled Risk Factors and our consolidated financial statements and the related notes included elsewhere in this prospectus before making an investment decision.

In this prospectus, the terms AMC Networks, the Company, we, us and our refer to AMC Networks Inc., together with its direct and indirect subsidiaries, unless otherwise specified or the context otherwise requires. The term AMC Networks Inc. refers to AMC Networks Inc., but not its direct or indirect subsidiaries.

Our Company

AMC Networks owns and operates several of cable television s most recognized brands delivering high quality content to audiences and a valuable platform to distributors and advertisers. Since our founding in 1980, we have been a pioneer in the cable television programming industry, having created or developed some of the industry s leading programming networks. We have, since our inception, focused on programming of film and original productions, including through our creation of Bravo and AMC in 1980 and 1984, respectively. Bravo, which we sold to NBC Universal in 2002, was the first network dedicated to film and the performing arts. We have continued this dedication to quality programming and storytelling through our creation of The Independent Film Channel (today known as IFC) in 1994 and WE tv (which we launched as Romance Classics in 1997) and our acquisition of Sundance Channel in June 2008.

We manage our business through two reportable operating segments: (i) National Networks, which includes AMC, WE tv, IFC and Sundance Channel and (ii) International and Other, which includes AMC/Sundance Channel Global, our international programming business; IFC Films, our independent film distribution business; and AMC Networks Broadcasting & Technology, our network technical services business. Our National Networks are distributed throughout the United States (U.S.) via cable and other multichannel video programming distribution platforms, including direct broadcast satellite (DBS) and platforms operated by telecommunications providers (we refer collectively to these cable and other multichannel video programming distributors as multichannel video programming distributors or distributors). In addition to our extensive U.S. distribution, AMC, IFC and Sundance Channel are available in Canada and Sundance Channel and WE tv are available in other countries throughout Europe and Asia. We earn revenue principally from the affiliation fees paid by distributors to carry our programming networks and from advertising sales. In 2011, affiliation fees and other revenue accounted for 62% of our consolidated revenues, net and advertising sales accounted for 38% of our consolidated revenues, net.

National Networks

We own four nationally distributed entertainment programming networks: AMC, WE tv, IFC and Sundance Channel, which are available to our distributors in high-definition and/or standard-definition formats. Our programming networks principally generate their revenues from affiliation fees paid by multichannel video programming distributors and from the sale of advertising, although we also earn ancillary revenues from sources such as licensing of original programming and digital distribution arrangements. As of March 31, 2012, AMC, WE tv and IFC had 96.4 million, 76.5 million and 66.1 million Nielsen subscribers, respectively, and Sundance Channel had 42.4 million viewing subscribers (for a discussion of the difference between Nielsen subscribers and viewing subscribers, see Business Subscriber and Viewer Measurement below).

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AMC. AMC is a television network dedicated to the highest quality storytelling, whether commemorating favorite films from every genre and decade or creating acclaimed original programming. In addition to presenting popular feature films from its comprehensive movie library, AMC features original programming that includes critically-acclaimed and award-winning original scripted dramatic series such as *Mad Men*, *Breaking Bad*, *The Killing*, *Hell on Wheels* and *The Walking Dead*, which in 2011 was the highest rated drama in basic cable history among the key demographic of adults aged 18-49 and 25-54. The network also recently launched its first unscripted series, *Talking Dead*, with two additional unscripted series, *Comic Book Men*, which debuted in February 2012, and *The Pitch*, which debuted in April 2012.

WE tv. WE tv is a women s network that showcases a modern view of family life. The network s original programming presents stories from a woman s perspective and features celebrities and personalities as they experience life s defining moments such as getting married, having children and raising a family. WE tv s original series include *Braxton Family Values*, *Joan and Melissa: Joan Knows Best?*, *Bridezillas* and *My Fair Wedding with David Tutera*. Additionally, WE tv s programming includes series such as *Frasier*, *Golden Girls* and *Charmed* as well as feature films, with exclusive license rights to certain films from studios such as Paramount, Sony and Warner Bros.

IFC. IFC is a network dedicated to presenting independent film and original alternative comedy series with an indie perspective. Since its launch in 1994, IFC has created and championed programming that challenges the conventions of storytelling and provides a unique perspective through its original series, notable independent film collection and cult television shows. The network s original content includes comedy series *Portlandia* (from the creators of *Saturday Night Live*) and David Cross *The Increasingly Poor Decisions of Todd Margaret*. IFC s programming also includes series such as *Arrested Development*, *Freaks and Geeks* and *Malcolm in the Middle*, along with films from the most significant independent film distributors including Fox Searchlight, Miramax, Sony Classics, IFC Films and Lionsgate.

Sundance Channel. Launched in 1996 and acquired by us in 2008, Sundance Channel is the television network that showcases creative icons and emerging talent through entertaining, immersive stories of invention, fashion, film, travel and design. Sundance Channel features independent films and original programming including the fashion series *All on the Line with Joe Zee*, the celebrity vehicle *The Mortified Sessions*, *Iconoclasts*, and the Peabody Award-winning franchise *Brick City*, in addition to other series that highlight what is just about to hit in the worlds of product design, pop culture, style and food.

International and Other

In addition to our National Networks, we also operate AMC/Sundance Channel Global, which is our international programming business; IFC Films, our independent film distribution business; and AMC Networks Broadcasting & Technology, our network technical services business. Our International and Other segment also includes VOOM HD Holdings LLC (VOOM HD), which we are in the process of winding down, and which continues to sell certain limited amounts of programming internationally through program license agreements.

AMC/Sundance Channel Global. AMC/Sundance Channel Global s business principally consists of seven distinct channels in ten languages spread across eighteen countries, focusing primarily on AMC in Canada and global versions of the Sundance Channel and WE tv brands. Principally generating revenues from affiliation fees, AMC/Sundance Channel Global reached approximately 8.7 million viewing subscribers in Canada, Europe and Asia as of December 31, 2011, and has broad availability to distributors in Europe and in Asia through satellite and fiber delivery that can facilitate future expansion.

IFC Films. IFC Films, which was formerly referred to as IFC Entertainment, encompasses our independent film distribution business, which makes independent films available to a worldwide audience. IFC Films operates

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three distribution labels: Sundance Selects, IFC Films and IFC Midnight, all of which distribute critically acclaimed independent films across virtually all available media platforms, including in theaters, on cable/satellite video-on-demand (reaching nearly 50 million homes), DVDs and cable network television, and streaming/downloading to computers and other electronic devices.

AMC Networks Broadcasting & Technology. AMC Networks Broadcasting & Technology is a full-service network programming feed origination and distribution company, supplying an array of services to the network programming industry. AMC Networks Broadcasting & Technology s operations are housed in Bethpage, New York, where AMC Networks Broadcasting & Technology consolidates origination and satellite communications functions in a 55,000 square-foot facility designed to keep AMC Networks at the forefront of network origination and distribution technology. AMC Networks Broadcasting & Technology has nearly 30 years experience across its network services groups, including affiliate engineering, network operations, traffic and scheduling that provide day-to-day delivery of any programming network, in high or standard definition.

Our Strengths

Our strengths include:

Strong Industry Presence and Portfolio of Brands. We have operated in the cable programming industry for more than 30 years and over this time we have continually enhanced the value of our network portfolio. Our programming network brands are well known and well regarded by our key constituents our viewers, distributors and advertisers and have developed strong followings within their respective targeted demographics, increasing our value to distributors and advertisers. AMC (which targets adults aged 25 to 54), WE tv (which targets women aged 18 to 49 and 25 to 54), IFC (which targets adults aged 18 to 49) and Sundance Channel (which targets adults aged 25 to 54) have established themselves as important within their respective markets. Our deep and established presence in the industry and the recognition we have received for our brands through industry awards and other honors lend us a high degree of credibility with distributors and content producers, and help provide us with stable affiliate and studio relationships, advantageous channel placements and heightened viewer engagement.

Broad Distribution and Penetration of Our National Networks. Our national networks are broadly distributed in the U.S. AMC, WE tv, IFC and Sundance Channel are each carried by all major multichannel video programming distributors. Our national networks are available to a significant percentage of subscribers in these distributors systems. This broad distribution and penetration provides us with a strong national platform on which to maintain, promote and grow our business.

Compelling Programming. We continually refine our mix of programming and, in addition to our popular film content, have increasingly focused on highly visible, critically-acclaimed original programming, including the award-winning *Mad Men*, *Breaking Bad* and *The Walking Dead*, which in 2011 was cable television s highest rated drama ever among adults aged 18-49 and 25-54. Other popular series include *The Killing*, *Hell on Wheels*, *Braxton Family Values*, *Bridezillas*, *Portlandia* and *The Increasingly Poor Decisions of Todd Margaret*. Our focus on quality original programming, targeting specific audiences, has allowed us in recent years to increase our programming networks ratings and their viewership within these respective targeted demographics.

Recurring Revenue from Affiliation Agreements. Our affiliation agreements with multichannel video programming distributors are a recurring source of revenue. We generally seek to structure these agreements so that they are long-term in nature and to stagger their expiration dates, thereby increasing the predictability and stability of our affiliation fee revenues.

Desirable Advertising Platform. Our national networks have a strong connection with each of their respective targeted demographics, which make our programming networks an attractive platform to advertisers.

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Although all of our programming networks were originally operated without advertising, we have been incrementally migrating our networks to an advertiser-supported model. We have experienced significant growth in our advertising revenues in recent years, which has allowed us to develop high-quality programming.

Our Business Strategy

Our strategy is to maintain and improve our position as a leading programming and entertainment company by owning and operating several of the most popular and award-winning brands in cable television that create engagement with audiences globally across multiple media and distribution platforms. The key focuses of our strategy are:

Continued Development of High-Quality Original Programming. We intend to continue developing strong original programming across all of our programming networks to enhance our brands, strengthen our relationships with our viewers, distributors and advertisers, and increase distribution and audience ratings. We believe that our continued investment in original programming supports future growth in our two principal revenue streams affiliation fee revenue from our distributors and advertising revenue. We also intend to continue to expand the exploitation of our original programming across multiple media and distribution platforms.

Increased Distribution of Our Programming Networks. Of our four national networks, only AMC is substantially fully distributed in the U.S. We intend to continue to seek increased distribution of our other national networks to grow affiliate and advertising revenues. In addition, we are expanding the distribution of our programming networks around the globe. We first expanded beyond the U.S. market with the launch in Canada of IFC (in 2001) and AMC (in 2006), and we have recently launched Sundance Channel in the Canadian market (in 2010). We are building on this base by distributing an international version of Sundance Channel, which is currently distributed in twelve countries in Europe and four countries in Asia, with additional expansion planned in 2012 and future years. We have also launched an international version of WE tv in four countries in Asia, with further expansion planned in other Asian markets.

Continued Growth of Advertising Revenue. We have a proven track record of significantly increasing revenue by introducing advertising on networks that were previously not advertiser-supported. We first accomplished this in 2002, when we moved AMC and WE tv to an advertiser-supported model. Most recently, in December 2010, we moved IFC to such a model. We seek to continue to evolve the programming on each of our networks to achieve even stronger viewer engagement within their respective core targeted demographics, thereby increasing the value of our programming to advertisers and allowing us to obtain higher advertising rates. For example, we have begun to refine the programming mix on IFC to include alternative comedy programming, such as *Portlandia* and *The Increasingly Poor Decisions of Todd Margaret*, in order to increase IFC s appeal to its targeted demographic of adults aged 18 to 49. We are also continuing to seek additional advertising revenue at AMC and WE tv through higher Nielsen Media Research (Nielsen) ratings in desirable demographics.

Increased Control of Content. We believe that control (including long-term contract arrangements) and ownership of content is becoming increasingly important, and we intend to increase our control position over our programming content. We currently control, own or have long-term license agreements covering significant portions of our content across our programming networks as well as in our independent film distribution business operated by IFC Films. We intend to continue to focus on obtaining the broadest possible control rights (both as to territory and platforms) for our content.

Exploitation of Emerging Media Platforms. The technological landscape surrounding the distribution of entertainment content is continuously evolving as new digital platforms emerge. We intend to distribute our content across as many of these new platforms as possible, when it makes business sense to do so, so that our

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viewers can access our content where, when and how they want it. To that end, our programming networks are allowing many of our distributors to offer our content to subscribers on computers and other digital devices, and on video-on-demand platforms, all of which permit subscribers to access programs at their convenience. We also have launched our own direct-to-consumer digital platform, SundanceNow, which makes our IFC Films library of independent films available to consumers in the U.S. and around the globe, and have made some of our content available on third-party digital platforms such as Netflix and iTunes. Our national networks each host dedicated websites that promote their brands, provide programming information and provide access to content. In addition, AMC owns the film-focused websites filmsite.org and filmcritic.com, which together with amctv.com deliver over 4 million unique visitors each month.

Key Challenges

We face a number of challenges, including:

- intense competition in the markets in which we operate;
- a limited number of distributors for our programming networks;
- continuing availability of desirable programming; and
- significant levels of debt and leverage, as a result of the debt financing agreements described under Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources.

See Risk Factors for a discussion of these and other matters you should carefully consider in connection with this offering.

Spin-off and Related Financing Transactions Overview

On June 30, 2011 (the Distribution Date), we became a stand-alone public company pursuant to a subsidiary spin-off from Cablevision Systems Corporation (Cablevision), our former corporate parent. On the Distribution Date, all of the outstanding shares of our Class A Common Stock were distributed to holders of Cablevision Class A Common Stock and all of the outstanding shares of our Class B Common Stock were distributed to the holders of Cablevision Class B Common Stock. We refer to this distribution of securities as the Stock Distribution. In the Stock Distribution, each holder of Cablevision common stock received a distribution of one share of our common stock for every four shares of Cablevision common stock held as of the close of business, New York City time, on June 16, 2011, which was the record date for the Stock Distribution.

On the Distribution Date, we issued $700 million in aggregate principal amount of the old notes and $550 million in senior secured term loans incurred under our Credit Facility (as defined below) to CSC Holdings LLC (CSC Holdings), a wholly-owned subsidiary of Cablevision, pursuant to a contribution agreement with Cablevision and CSC Holdings, as partial consideration for the transfer to us of the AMC Networks business on June 6, 2011. We refer to our issuance of the old notes and the senior secured term loans to CSC Holdings as the Debt Distribution. Following the Debt Distribution, CSC Holdings exchanged the old notes with the selling noteholders in the old notes offering, each of which was an affiliate of one of the Initial Purchasers in the old notes offering, in satisfaction and discharge of outstanding CSC Holdings indebtedness. We refer to this exchange as the Debt Exchange, and we refer to the Stock Distribution, the Debt Distribution and the Debt Exchange collectively as the Distribution. Following the Distribution, the selling noteholders in the old notes offering transferred the old notes to the Initial Purchasers in the old notes offering, who offered the old notes to investors in a transaction exempt from the registration requirements of the Securities Act.

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Concurrently with the Distribution, we entered into a senior secured credit facility (the Credit Facility) with a syndicate of lenders, as described further under Description of New Senior Secured Credit Facility, and Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Debt Financing Agreements Senior Secured Credit Facility, under which we incurred the senior secured term loan portion of the debt relating to the Distribution. We borrowed an additional $1,175 million under our Credit Facility for cash proceeds that we primarily used to repay our debt that was outstanding immediately prior to the Distribution Date (excluding capital leases). We refer to this additional borrowing and the application of the proceeds thereof as the Standalone Financing. We refer to the Debt Distribution, the Debt Exchange and the Standalone Financing collectively as the Financing Transactions, and the Financing Transactions, together with the Stock Distribution, as the Transactions. See Management s Discussion and Analysis of Financial Condition and Results of Operations Business Overview Spin-off from Cablevision for more information.

Company Information

We are a Delaware corporation incorporated on March 9, 2011. Our principal executive office is located at 11 Penn Plaza, New York, NY 10001, and our telephone number is (212) 324-8500. Our internet address is *http://www.amcnetworks.com* and the investor relations section of our website is located at *http://investor.amcnetworks.com*. We make available, free of charge through the investor relations section of our website, our annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as well as our proxy statements, as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC. **The information on, or accessible through, our Internet site is not part of this prospectus.**

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SUMMARY OF THE EXCHANGE OFFER

The Exchange Offer	We are offering to exchange $1,000 principal amount of our 7.75% Senior Notes due 2021 registered under the Securities Act, which we refer to as the new notes, for each $1,000 principal amount of our outstanding 7.75% Senior Secured Notes due 2021 issued on June 30, 2011 in a private offering, which we refer to as the old notes. Old notes must be exchanged in a minimum amount of $2,000. In order to exchange an old note, you must follow the required procedures and we must accept the old note for exchange. We will exchange all notes validly offered for exchange, or tendered, and not validly withdrawn. As of the date of this **prospectus**, $700,000,000 aggregate principal amount of old notes are outstanding.
Expiration Date	Our exchange offer expires at 5:00 p.m., New York City time, on July 9, 2012, unless we extend the expiration date. We may extend the expiration date for any reason. We will complete the exchange and issue the new notes promptly after that date.
Resale of New Notes	Based on interpretive letters of the SEC staff to third parties, we believe that you may offer for resale, resell and otherwise transfer the new notes issued pursuant to the exchange offer without compliance with the registration and prospectus delivery provisions of the Securities Act, if you: are not a broker-dealer that acquired the old notes from us or in market-making transactions or other trading activities; acquire the new notes issued in the exchange offer in the ordinary course of your business; are not participating, and do not intend to participate, and have no arrangement or understanding with any person to participate, in the distribution of the new notes issued in the exchange offer; and are not an affiliate of ours, as defined in Rule 405 of the Securities Act. By tendering your notes as described in The Exchange Offer Procedures for Tendering, you will be making representations to this effect. If you fail to satisfy any of these conditions, you cannot rely on the position of the SEC set forth in the no-action letters referred to above and you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a resale of the new notes. If you are a broker-dealer that acquired old notes as a result of market-making or other trading activities, you must comply with the registration and prospectus delivery requirements of the Securities Act in connection with a resale of the new notes as described in this summary under Restrictions on Sale by Broker-Dealers below. We base our belief on interpretations by the SEC staff in no-action letters issued to other issuers in exchange offers like ours. We cannot guarantee that the SEC would make a similar decision about our exchange offer. If our

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	belief is wrong, you could incur liability under the Securities Act. We will not protect you against any loss incurred as a result of this liability under the Securities Act.
Restrictions on Sale by Broker-Dealers	If you are a broker-dealer that has received new notes for your own account in exchange for old notes that were acquired as a result of market-making or other trading activities, you must acknowledge that you will deliver a prospectus meeting the requirements of the Securities Act in connection with any resale of the new notes. A broker-dealer may use this **prospectus** for a period of 90 days commencing on the day the exchange offer is consummated or at such time that such broker-dealer no longer owns any Registrable Securities (as defined under The Exchange Offer, below).
Consequences If You Do Not Exchange Your Old Notes	If you are eligible to participate in the exchange offer and you do not tender your old notes, you will not have any further registration or exchange rights and your old notes will continue to be subject to transfer restrictions. These transfer restrictions and the availability of new notes could adversely affect the trading market for your notes.
Procedures for Tendering Old Notes	If you wish to accept the exchange offer, the following must be delivered to the exchange agent: your old notes by timely confirmation of book-entry transfer through The Depository Trust Company (DTC); an agent s message from DTC, stating that the tendering participant agrees to be bound by the letter of transmittal and the terms of the exchange offer; and all other documents required by the letter of transmittal. These actions must be completed before the expiration of the exchange offer. You must comply with DTC s standard procedures for electronic tenders, by which you will agree to be bound by the letter of transmittal.
Guaranteed Delivery Procedures	If you are a registered holder of the outstanding notes and wish to tender your outstanding notes in the exchange offer but cannot comply with the applicable procedures under DTC s Automated Tender Offer Program prior to the expiration date you may tender your outstanding notes by following the procedures described under the caption The Exchange Offer Guaranteed Delivery Procedures.
Withdrawal Rights	You may withdraw your tender of old notes any time prior to the expiration date.
Tax Consequences	The exchange of notes pursuant to the exchange offer will not be a taxable event for U.S. federal income tax purposes. See Material United States Federal Income Tax Considerations.

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Use of Proceeds	We will not receive any cash proceeds from the exchange or the issuance of new notes in connection with the exchange offer. Old notes that are validly tendered and exchanged will be retired and canceled. We will pay all expenses incident to the exchange offer.
Exchange Agent	U.S. Bank National Association is serving as exchange agent in connection with the exchange offer. The address and telephone number of the exchange agent are set forth under The Exchange Offer Exchange Agent. U.S. Bank National Association is also the trustee under the indenture governing the notes.

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SUMMARY OF THE TERMS OF THE NEW NOTES

The summary below describes the principal terms of the notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The following is not intended to be complete. You should carefully review the Description of Notes section of this prospectus, which contains a more detailed description of the terms and conditions of the notes. Capitalized terms not otherwise defined herein shall have the meanings given them in the Description of Notes section of this prospectus.

Issuer	AMC Networks Inc.
Securities	$700,000,000 aggregate principal amount of 7.75% Senior Notes due 2021.
Maturity	The notes will mature on July 15, 2021.
Interest	Interest on the notes is payable semi-annually in arrears on each January 15 and July 15.
Ranking	The notes will be the unsecured senior obligations of the issuer. Accordingly, the notes will rank: effectively behind all of our existing and future senior secured debt, including borrowings under our senior secured credit facility; equally with any of our future senior unsecured debt; ahead of any of our future debt that expressly provides for its subordination to the notes; and structurally behind all of the existing and future liabilities of our subsidiaries that are not guarantors, including trade payables. As of March 31, 2012, AMC Networks and its subsidiaries had $2,241 million of indebtedness (excluding capital lease obligations) on a consolidated basis (including the notes), including $1,554 million of borrowings under our senior secured credit facility on that date. In addition, as of such date, AMC Networks had an additional $500 million of availability under its revolving credit facility.
Guarantees	All of our direct and indirect domestic restricted subsidiaries, other than our future insignificant subsidiaries, if any, are guarantors of the notes. The guarantees of the notes are unsecured senior obligations of the guarantors. Accordingly, they rank effectively behind all existing and future senior secured debt of

	the guarantors, including the guarantors guarantee obligations under our senior secured credit facility, equally to all future senior unsecured debt of the guarantors and ahead of all future subordinated debt of the guarantors.
Optional Redemption	We may redeem some or all of the notes, at our option, at any time on or after July 15, 2016, at the redemption prices set forth in this prospectus, plus accrued and unpaid interest, if any, to the redemption date.
	See Description of Notes Optional Redemption.

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Certain Covenants	The indenture governing the notes, among other things, limits our ability and the ability of our restricted subsidiaries to: incur or guarantee additional debt or sell disqualified stock; create liens; pay dividends on or redeem or repurchase stock; make specified types of investments; sell stock in our restricted subsidiaries; restrict the ability of restricted subsidiaries to make dividends or other payments from restricted subsidiaries; enter into certain transactions with affiliates; and sell assets or merge with other companies. These covenants contain important exceptions, limitations and qualifications. For more details, see Description of Notes Certain Covenants.
Suspension of Covenants	If on any date the notes have Investment Grade Ratings, as defined, and no default or event of default has occurred and is continuing under the indenture, most of the covenants, as well as our obligation to offer to repurchase the notes following certain asset sales events, will be subject to suspension. See Description of Notes Certain Covenants Suspension of Covenants Upon Investment Grade Ratings.

Investing in the notes involves risks. You should refer to Risk Factors beginning on page 15 for a discussion of risks you should consider before deciding whether to invest in the notes.

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Summary Consolidated Historical Financial Data

The operating and balance sheet data included in the following selected financial data as of December 31, 2011 and 2010 and for each year in the three-year period ended December 31, 2011 have been derived from the audited annual consolidated financial statements of AMC Networks Inc. and its subsidiaries included elsewhere in this prospectus. The operating and balance sheet data included in the following selected financial data as of December 31, 2009 and 2008 and for the year ended December 31, 2008 have been derived from the audited annual consolidated financial statements of AMC Networks Inc. and its subsidiaries for such year, which are not included in this prospectus. The operating and balance sheet data included in the following selected financial data as of and for the year ended December 31, 2007 have been derived from the unaudited annual consolidated financial statements of AMC Networks Inc. and its subsidiaries, which are not included in this prospectus. The operating and balance sheet data included in the following selected financial data for the three months ended March 31, 2012 and 2011 and as of March 31, 2012 have been derived from the unaudited interim consolidated financial statements of AMC Networks Inc. and its subsidiaries included elsewhere in this prospectus and as of March 31, 2011 have been derived from the unaudited interim consolidated financial statements of AMC Networks Inc. and its subsidiaries which are not included in this prospectus, and, in the opinion of the management of the Company, reflect all adjustments, consisting only of normal recurring adjustments, necessary for the fair presentation of such data for the respective interim periods. The financial information presented below does not necessarily reflect what our results of operations and financial position would have been through 2011 if we had operated as a separate publicly-traded entity prior to July 1, 2011. The results of operations for the three month period ended March 31, 2012 are not necessarily indicative of the results that might be expected for future interim periods or for the full year ending December 31, 2012. The selected financial data presented below should be read in conjunction with the annual and interim consolidated financial statements included elsewhere in this prospectus and with Management s Discussion and Analysis of Financial Condition and Results of Operations and Unaudited Pro Forma Condensed Consolidated Financial Information.

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	Three Months Ended March 31, 2012	2011	Years Ended December 31, 2011	2010	2009	2008	2007
	(Dollars in thousands, except per share amounts)						
Operating Data(a):							
Revenues, net	$ 326,239	$ 272,903	$ 1,187,741	$ 1,078,300	$ 973,644	$ 893,557	$ 754,447
Operating expenses:							
Technical and operating (excluding depreciation and amortization shown below)	104,930	90,411	425,961	366,093	310,365	314,960	276,144
Selling, general and administrative	99,222	86,921	335,656	328,134	313,904	302,474	256,995
Restructuring (credit) expense(b)	(3)	(34)	(240)	(2,218)	5,162	46,877	2,245
Depreciation and amortization	25,051	24,926	99,848	106,455	106,504	108,349	81,101
	229,200	202,224	861,225	798,464	735,935	772,660	616,485
Operating income	97,039	70,679	326,516	279,836	237,709	120,897	137,962
Other income (expense):							
Interest expense, net	(29,692)	(17,893)	(94,796)	(73,412)	(78,942)	(99,905)	(113,841)
Loss on investments, net						(103,238)	(1,812)
Gain on equity derivative contracts						66,447	24,183
Loss on extinguishment of debt and write-off of deferred financing costs	(312)		(20,973)			(2,424)	(22,032)
Miscellaneous, net	12	72	(137)	(162)	187	379	3,140
	$ (29,992)	$ (17,821)	$ (115,906)	$ (73,574)	$ (78,755)	$ (138,741)	$ (110,362)
Income (loss) from continuing operations before income taxes	67,047	52,858	210,610	206,262	158,954	(17,844)	27,600
Income tax expense	(23,970)	(23,136)	(84,248)	(88,073)	(70,407)	(2,732)	(12,227)
Income (loss) from continuing operations	43,077	29,722	126,362	118,189	88,547	(20,576)	15,373
Income (loss) from discontinued operations, net of income taxes	104	96	92	(38,090)	(34,791)	(26,866)	(25,867)
Net income (loss)	$ 43,181	$ 29,818	$ 126,454	$ 80,099	$ 53,756	$ (47,442)	$ (10,494)
Income (loss) from continuing operations per share:							
Basic(c)	$ 0.62	$ 0.43	$ 1.82	$ 1.71	$ 1.28	$ (0.30)	$ 0.22
Diluted(c)	$ 0.60	$ 0.43	$ 1.79	$ 1.71	$ 1.28	$ (0.30)	$ 0.22
Balance Sheet Data(a):							
Program rights, net	$ 1,009,365	$ 895,690	$ 1,000,780	$ 783,830	$ 683,306	$ 649,020	$ 553,555
Investment securities pledged as collateral							472,347
Total assets	2,125,809	1,924,312	2,183,934	1,853,896	1,934,362	1,987,917	2,423,442
Program rights obligations	614,028	557,511	619,029	454,825	435,638	465,588	416,960
Note payable/advances to related parties					190,000	190,000	130,000
Credit facility debt(d)	1,554,097	412,500	1,604,846	475,000	580,000	700,000	500,000
Collateralized indebtedness							402,965
Senior notes(d)	686,671	299,619	686,434	299,552	299,283	299,014	298,745
Senior subordinated notes(d)		324,134		324,071	323,817	323,564	323,311
Capital lease obligations	16,860	19,198	15,677	20,252	24,611	21,106	24,432
Total debt	2,257,628	1,055,451	2,306,957	1,118,875	1,227,711	1,343,684	1,549,453
Stockholders (deficiency) equity	(1,004,857)	81,374	(1,036,995)	24,831	(236,992)	(278,502)	(570,665)

(a) We acquired Sundance Channel in June 2008. The results of Sundance Channel s operations have been included in the consolidated financial statements from the date of acquisition.

(b) In December 2008, we decided to discontinue funding the domestic programming business of VOOM HD. In connection with this decision we recorded restructuring expense (credit) in each of the years from 2008 to 2011 and for the three months ended March 31, 2012 and 2011.

(c) Common shares assumed to be outstanding during the years ended December 31, 2010, 2009, 2008 and 2007 totaled 69,161,000, representing the number of shares of AMC Networks common stock issued to Cablevision shareholders on the Distribution Date, and excludes unvested outstanding restricted shares, based on a distribution ratio of one share of AMC Networks common stock for every four shares of Cablevision common stock outstanding.

(d) As part of the Distribution, we incurred $2,425,000 of debt (the New AMC Networks Debt), consisting of $1,725,000 aggregate principal amount of senior secured term loans and $700,000 aggregate principal amount of senior unsecured notes. Approximately $1,063,000 of the proceeds of the New AMC Networks Debt was used to repay all pre-Distribution outstanding Company debt (excluding capital leases), including principal and accrued and unpaid interest to the date of repayment, and, as partial consideration for Cablevision s contribution of the membership interests in Rainbow Media Holdings LLC (RMH) to the Company, $1,250,000, net of discount, of New AMC Networks Debt was issued to CSC Holdings, a wholly-owned subsidiary of Cablevision, which is reflected as a deemed capital distribution in the consolidated statement of stockholders (deficiency) equity for the year ended December 31, 2011. See Note 1 to the annual consolidated financial statements included elsewhere herein.

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RISK FACTORS

Investing in the notes involves a high degree of risk. You should consider carefully the following risks, together with the financial and other information contained in this prospectus, before deciding whether to invest in the notes. Additional risks and uncertainties not currently known to us, or those we currently view to be immaterial, may also materially and adversely affect our business, financial condition or results of operations. If any of the following risks actually occurs, our business, financial condition and results of operations would suffer.

Risks Related to the Exchange Offer

If you fail to exchange the old notes, they will remain subject to transfer restrictions, and it may be harder for you to resell and transfer your old notes.

The old notes were not registered under the Securities Act or under the securities laws of any state. Any old notes that remain outstanding after this exchange offer may continue to be subject to restrictions on their transfer. Thus, you may not resell the old notes, offer them for resale or otherwise transfer them unless they are subsequently registered or an exemption from the registration requirements of the Securities Act and applicable state securities laws is available. If you do not exchange your old notes for new notes by this exchange offer, or if you do not properly tender your old notes in this exchange offer, you will not be able to resell, offer to resell or otherwise transfer your old notes unless they are registered under the Securities Act or unless you resell them, offer to resell or otherwise transfer them under an exemption from the registration requirements of, or in a transaction not subject to, the Securities Act. After this exchange offer, holders of old notes will not have any further rights to have their old notes exchanged for new notes registered under the Securities Act. The liquidity of the market for old notes that are not exchanged could be adversely affected by this exchange offer and you may be unable to sell your old notes.

Late deliveries of old notes and other required documents could prevent a holder from exchanging its old notes.

Holders are responsible for complying with all exchange offer procedures. The issuance of new notes in exchange for old notes will only occur upon completion of the procedures described in this prospectus under The Exchange Offer. Therefore, holders of old notes who wish to exchange them for new notes should allow sufficient time for timely completion of the exchange procedure. Neither we nor the exchange agent are obligated to extend the offer or notify you of any failure to follow the proper procedure or waive any defect if you fail to follow the proper procedure.

If you are a broker-dealer, your ability to transfer the new notes may be restricted.

A broker-dealer that purchased old notes for its own account as part of market-making or trading activities must comply with the prospectus delivery requirements of the Securities Act when it sells the new notes. Our obligation to make this prospectus available to broker-dealers is limited. Consequently, we cannot guarantee that a proper prospectus will be available to broker-dealers wishing to resell their new notes.

Risks Relating to Our Business and Indebtedness

Our substantial debt and high leverage could adversely affect our business.

We have a significant amount of debt. As of March 31, 2012, we have $2,241 million of total debt, excluding capital leases, $1,554 million of which is senior secured debt under our senior secured credit facility and $687 million of which is senior unsecured debt.

Our substantial amount of debt could have important consequences. For example, it could:

- increase our vulnerability to general adverse economic and industry conditions;

- require us to dedicate a substantial portion of our cash flow from operations to make interest and principal payments on our debt, thereby limiting the availability of our cash flow to fund future programming investments, capital expenditures, working capital, business activities and other general corporate requirements;

- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;

- place us at a competitive disadvantage compared with our competitors; and

- limit our ability to borrow additional funds, even when necessary to maintain adequate liquidity.

In the long term, we do not expect to generate sufficient cash from operations to repay at maturity our outstanding debt obligations. As a result, we will be dependent upon our ability to access the capital and credit markets. Failure to raise significant amounts of funding to repay these obligations at maturity could adversely affect our business. If we are unable to raise such amounts, we would need to take other actions including selling assets, seeking strategic investments from third parties or reducing other discretionary uses of cash.

A substantial portion of our debt bears interest at variable rates. If market interest rates increase, variable rate debt will create higher debt service requirements, which could adversely affect our cash flow. While we have entered into hedging agreements for a portion of our variable rate debt limiting our exposure to higher interest rates, such agreements do not offer complete protection from this risk.

The agreements governing our debt, including our senior secured credit facility and the indenture governing the notes, contain various covenants that impose restrictions on us that may affect our ability to operate our business.

The agreements governing our senior secured credit facility and the indenture governing the notes contain covenants that, among other things, limit our ability to:

- borrow additional money or guarantee debt;

- create liens;

- pay dividends on or redeem or repurchase stock;

- make specified types of investments;

- enter into certain transactions with affiliates; and

- sell assets or merge with other companies.

Our senior secured credit facility requires that we comply with specified financial ratios and tests, including, but not limited to, a leverage ratio and an interest coverage ratio.

Various risks, uncertainties and events beyond our control could affect our ability to comply with these covenants and maintain these financial tests and ratios. Failure to comply with any of the covenants in our existing or future financing agreements could result in a default under those agreements and under other agreements containing cross-default provisions. A default would permit lenders to accelerate the maturity for the debt under these agreements and to foreclose upon any collateral securing the debt. Under these circumstances, we might not have sufficient funds or other resources to satisfy all of our obligations. In addition, the limitations imposed by financing agreements on our ability to incur additional debt and to take other actions might significantly impair our ability to obtain other financing.

To service our debt, we will require a significant amount of cash, which may not be available to us.

Our ability to make payments on, or repay or refinance, our debt, including the notes, and to fund planned distributions and capital expenditures, will depend largely upon our future operating performance. Our future

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performance, to a certain extent, is subject to general economic, financial, competitive, regulatory and other factors that are beyond our control. In addition, our ability to borrow funds in the future to make payments on our debt will depend on the satisfaction of the covenants in our senior secured credit facility and our other debt agreements, including the indenture governing the notes and other agreements we may enter into in the future. Specifically, we will need to maintain certain specified financial ratios. We cannot assure you that our business will generate sufficient cash flow from operations or that future borrowings will be available to us under our senior secured credit facility or from other sources in an amount sufficient to enable us to service our debt, including the notes, or to fund our other liquidity needs. Furthermore, in the long-term, we do not expect to generate sufficient cash from operations to repay at maturity the debt that was incurred as part of the Financing Transactions. As a result, we will be dependent upon our ability to access the capital and credit markets.

In addition, prior to the repayment of the notes, we will be required to repay or refinance our senior secured credit facility. We cannot assure you that we will be able to repay or refinance any of our debt, including our senior secured credit facility, on commercially reasonable terms or at all. If we were unable to make payments or refinance our debt or obtain new financing under these circumstances, we would have to consider other options, such as:

- sales of assets;
- sales of equity; and/or
- negotiations with our lenders to restructure the applicable debt.

Our senior secured credit facility and the indenture governing the notes restrict, and market or business conditions may limit, our ability to do some of these things.

Despite our current levels of debt, we may still be able to incur substantially more debt. This could further exacerbate the risks associated with our substantial debt.

We may be able to incur additional debt in the future. The terms of our new senior secured credit facility and the indenture governing the notes allow us to incur substantial amounts of additional debt, subject to certain limitations. In addition, we may refinance all or a portion of our debt, including borrowings under our senior secured credit facility, and obtain the ability to incur more debt as a result. If new debt is added to our current debt levels, the related risks we could face would be magnified.

Our business depends on the appeal of our programming to our distributors and our viewers, which may be unpredictable and volatile.

Our business depends in part upon viewer preferences and audience acceptance of the programming on our networks. These factors are often unpredictable and volatile, and subject to influences that are beyond our control, such as the quality and appeal of competing programming, general economic conditions and the availability of other entertainment activities. We may not be able to anticipate and react effectively to shifts in tastes and interests in our markets. A change in viewer preferences could cause our programming to decline in popularity, which could cause a reduction in advertising revenues and jeopardize renewal of our contracts with distributors. In addition, our competitors may have more flexible programming arrangements, as well as greater amounts of available content, distribution and capital resources, and may be able to react more quickly than we can to shifts in tastes and interests.

To an increasing extent, the success of our business depends on original programming, and our ability to predict accurately how audiences will respond to our original programming is particularly important. Because original programming often involves a greater degree of commitment on our part, as compared to acquired programming that we license from third parties, and because our network branding strategies depend significantly on a relatively small number of original programs, a failure to anticipate viewer preferences for such programs could be especially detrimental to our business. We periodically review the programming usefulness of

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our program rights based on a series of factors, including ratings, type and quality of program material, standards and practices, and fitness for exhibition. We have incurred write-offs of programming rights in the past, and may incur future programming rights write-offs if it is determined that program rights have no future usefulness.

In addition, feature films constitute a significant portion of the programming on our AMC, IFC and Sundance Channel programming networks. In general, the popularity of feature-film content on linear television is declining, due in part to the broad availability of such content through an increasing number of distribution platforms. Should the popularity of feature-film programming suffer significant further declines, we may lose viewership or be forced to rely more heavily on original programming, which could increase our costs.

If our programming does not gain the level of audience acceptance we expect, or if we are unable to maintain the popularity of our programming, our ratings may suffer, which will negatively affect advertising revenues, and we may have a diminished bargaining position when dealing with distributors, which could reduce our affiliation fee revenues. We cannot assure you that we will be able to maintain the success of any of our current programming, or generate sufficient demand and market acceptance for our new programming.

If economic instability persists in the U.S. or in other parts of the world, our results of operations could be adversely affected.

Our business is significantly affected by prevailing economic conditions. We derive substantial revenues from advertising spending by U.S. businesses, and these expenditures are sensitive to general economic conditions and consumer buying patterns. Financial instability or a general decline in economic conditions in the U.S. could adversely affect advertising rates and volume, resulting in a decrease in our advertising revenues.

Decreases in U.S. consumer discretionary spending may affect cable television and other video service subscriptions, in particular with respect to digital service tiers on which certain of our programming networks are carried. This could lead to a decrease in the number of subscribers receiving our programming from multichannel video distributors, which could have a negative impact on our viewing subscribers and affiliation fee revenues. Similarly, a decrease in viewing subscribers would also have a negative impact on the number of viewers actually watching the programs on our programming networks, which could also impact the rates we are able to charge advertisers.

Furthermore, world-wide financial instability may affect our ability to penetrate new markets. Because our networks are highly distributed in the U.S., our ability to expand the scope of our operations internationally is important to the continued growth of our business. Our inability to negotiate favorable affiliation agreements with foreign distributors or to secure advertisers for those markets could negatively affect our results of operations.

Because a limited number of distributors account for a large portion of our business, the loss of any significant distributor would adversely affect our revenues.

Our programming networks depend upon agreements with a limited number of cable television system operators and other multichannel video programming distributors. In 2011, Comcast and DirecTV each accounted for at least 10% of our consolidated revenues, net. The loss of any significant distributor could have a material adverse effect on our revenues.

In addition, we have in some instances made upfront payments to distributors in exchange for additional subscribers or have agreed to waive or accept lower affiliation fees if certain numbers of additional subscribers are provided. We also may help fund our distributors efforts to market our programming networks or we may permit distributors to offer promotional periods without payment of subscriber fees. As we continue our efforts to add viewing subscribers, our net revenues may be negatively affected by these deferred carriage fee arrangements, discounted subscriber fees or other payments.

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If we are unable to renew our programming networks affiliation agreements, which expire at various dates through 2018, our revenues will be negatively affected.

Our programming networks have affiliation agreements that will expire at various dates through 2018. As of December 31, 2011, approximately 41% of our subscribers are under affiliation agreements that expire prior to December 31, 2013. Failure to renew these affiliation agreements, or renewal on less favorable terms, or the termination of those agreements could have a material adverse effect on our business. A reduced distribution of our programming networks would adversely affect our affiliation fee revenue, and impact our ability to sell advertising or the rates we charge for such advertising. Even if affiliation agreements are renewed, we cannot assure you that the renewal rates will equal or exceed the rates that we currently charge these distributors.

Furthermore, the largest multichannel video programming distributors have significant leverage in their relationship with programming networks. The two largest cable distributors provide service to approximately 35 percent of U.S. households receiving multichannel video programming distribution service, while the two largest DBS distributors provide service to an additional 33 percent of such households. Further consolidation among multichannel video distributors could increase this leverage.

In some cases, if a distributor is acquired, the affiliation agreement of the acquiring distributor will govern following the acquisition. In those circumstances, the acquisition of a distributor that is party to one or more affiliation agreements with our programming networks on terms that are more favorable to us could adversely impact our financial condition and results of operations.

We are subject to intense competition, which may have a negative effect on our profitability or on our ability to expand our business.

The cable programming industry is highly competitive. Our programming networks compete with other programming networks and other types of video programming services for marketing and distribution by cable and other multichannel video programming distribution systems. In distributing a programming network, we face competition with other providers of programming networks for the right to be carried by a particular cable or other multichannel video programming distribution system and for the right to be carried by such system on a particular tier of service.

Certain programming networks affiliated with broadcast networks like NBC, ABC, CBS or Fox may have a competitive advantage over our programming networks in obtaining distribution through the bundling of carriage agreements for such programming networks with a distributor s right to carry the affiliated broadcasting network. In addition, our ability to compete with certain programming networks for distribution may be hampered because the cable television or other multichannel video programming distributors through which we seek distribution may be affiliated with these programming networks. Because such distributors may have a substantial number of subscribers, the ability of such programming networks to obtain distribution on the systems of affiliated distributors may lead to increased affiliation and advertising revenue for such programming networks because of their increased penetration compared to our programming networks. Even if the affiliated distributors carry our programming networks, they may place their affiliated programming network on a more desirable tier, thereby giving their affiliated programming network a competitive advantage over our own. As a result of the Distribution, the Company is no longer owned by Cablevision, which may impact the competitive landscape in which we operate because some of our distributors have other commercial relationships with Cablevision. Because of these other relationships, the Company has from time to time in the past achieved greater distribution or more favorable terms than it might have achieved as a stand-alone company. As a result, the Company s ability to pursue cross-company initiatives that might provide such benefits are limited, since as separate public companies, we and Cablevision are required to assess any such initiatives from our own business perspectives.

In addition to competition for distribution, we also face intense competition for viewing audiences with other cable and broadcast programming networks, home video products and Internet-based video content

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providers, some of which are part of large diversified entertainment or media companies that have substantially greater resources than us. To the extent that our viewing audiences are eroded by competition with these other sources of programming content, our ratings would decline, negatively affecting advertising revenues, and we may face difficulty renewing affiliation agreements with distributors on acceptable terms, which could cause affiliation fee revenues to decline. In addition, competition for advertisers with these content providers, as well as with other forms of media (including print media, Internet websites and radio), could affect the amount we are able to charge for advertising time on our programming networks, and therefore our advertising revenues.

An important part of our strategy involves exploiting identified markets of the cable television viewing audience that are generally well defined and limited in size. Our programming networks have faced and will continue to face increasing competition obtaining distribution and attracting advertisers as other programming networks seek to serve the same or similar markets.

Our programming networks success depends upon the availability of programming that is adequate in quantity and quality, and we may be unable to secure or maintain such programming.

Our programming networks success depends upon the availability of quality programming, particularly original programming and films, that is suitable for our target markets. While we produce some of our original programming, we obtain most of the programming on our networks (including original programming, films and other acquired programming) through agreements with third parties that have produced or control the rights to such programming. These agreements expire at varying times and may be terminated by the other parties if we are not in compliance with their terms.

We compete with other programming networks to secure desired programming. Competition for programming has increased as the number of programming networks has increased. Other programming networks that are affiliated with programming sources such as movie or television studios or film libraries may have a competitive advantage over us in this area. In addition to other cable programming networks, we also compete for programming with national broadcast television networks, local broadcast television stations, video-on-demand services and Internet-based content delivery services, such as Netflix, iTunes and Hulu. Some of these competitors have exclusive contracts with motion picture studios or independent motion picture distributors or own film libraries.

We cannot assure you that we will ultimately be successful in negotiating renewals of our programming rights agreements or in negotiating adequate substitute agreements in the event that these agreements expire or are terminated.

Our programming networks have entered into long-term programming acquisition contracts that require substantial payments over long periods of time, even if we do not use such programming to generate revenues.

Our programming networks have entered into numerous contracts relating to the acquisition of programming, including rights agreements with film companies. These contracts typically require substantial payments over extended periods of time. We must make the required payments under these contracts even if we do not use the programming.

Increased programming costs may adversely affect our profits.

We incur costs for the creative talent, including actors, writers and producers, who create our original programming. Some of our original programming has achieved significant popularity and critical acclaim, which has increased and could continue to increase the costs of such programming in the future. An increase in the costs of programming may lead to decreased profitability or otherwise adversely affect our business.

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A lowering or withdrawal of the ratings assigned to our debt securities by rating agencies may further increase our future borrowing costs and reduce our access to capital.

The debt ratings for our notes are below the investment grade category, which results in higher borrowing costs as well as a reduced pool of potential purchasers of our debt as some investors will not purchase debt securities that are not rated in an investment grade rating category. In addition, there can be no assurance that any rating assigned will remain for any given period of time or that a rating will not be lowered or withdrawn entirely by a rating agency, if in that rating agency s judgment, future circumstances relating to the basis of the rating, such as adverse changes, so warrant. A lowering or withdrawal of a rating may further increase our future borrowing costs and reduce our access to capital.

We may not be able to adapt to new content distribution platforms and to changes in consumer behavior resulting from these new technologies, which may adversely affect our business.

We must successfully adapt to technological advances in our industry, including the emergence of alternative distribution platforms. Our ability to exploit new distribution platforms and viewing technologies will affect our ability to maintain or grow our business. Additionally, we must adapt to changing consumer behavior driven by advances such as digital video recorders, video-on-demand, Internet-based content delivery and mobile devices. Such changes may impact the revenues we are able to generate from our traditional distribution methods, either by decreasing the viewership of our programming networks on cable and other multichannel video programming distribution systems or by making advertising on our programming networks less valuable to advertisers. If we fail to adapt our distribution methods and content to emerging technologies, our appeal to our targeted audiences might decline and there could be a negative effect on our business.

We face risks from doing business internationally.

We distribute our programming outside the U.S. As a result, our business is subject to certain risks inherent in international business, many of which are beyond our control. These risks include:

- laws and policies affecting trade and taxes, including laws and policies relating to the repatriation of funds and withholding taxes, and changes in these laws;
- changes in local regulatory requirements, including restrictions on content;
- differing degrees of protection for intellectual property;
- the instability of foreign economies and governments;
- fluctuating foreign exchange rates;
- war and acts of terrorism;
- anti-corruption laws and regulations such as the Foreign Corrupt Practices Act and the U.K. Bribery Act that impose stringent requirements on how we conduct our foreign operations and changes in these laws and regulations;
- foreign privacy and data protection laws and regulation and changes in these laws;

- varying attitudes towards the piracy of intellectual property; and

- shifting consumer preferences regarding the viewing of video programming.

Events or developments related to these and other risks associated with international trade could adversely affect our revenues from non-U.S. sources, which could have a material adverse effect on our business, financial condition, operating results, liquidity and prospects.

Our business is limited by regulatory constraints, both domestic and foreign, which may adversely impact our operations.

Although most aspects of our business generally are not directly regulated by the FCC, under the Communications Act of 1934, there are certain FCC regulations that govern our business either directly or indirectly. See Business Regulation. Furthermore, to the extent that regulations and laws, either presently in force or proposed, hinder or stimulate the growth of the cable television and satellite industries, our business will be affected.

The U.S. Congress and the FCC currently have under consideration, and may in the future adopt, new laws, regulations and policies regarding a wide variety of matters that could, directly or indirectly, affect our operations.

The regulation of cable television services, satellite carriers, and other multichannel video programming distributors is subject to the political process and has been in constant flux over the past two decades. Further material changes in the law and regulatory requirements must be anticipated. We cannot assure you that our business will not be adversely affected by future legislation, new regulation or deregulation.

An important aspect of our growth strategy involves the expansion of our programming networks and brands into markets outside the U.S. The distribution of our programming networks in foreign markets is subject to laws and regulations specific to those countries. Changes in laws and regulations of foreign jurisdictions could adversely affect our business and ability to access new foreign markets.

Theft of our content, including digital copyright theft and other unauthorized exhibitions of our content, may decrease revenue received from our programming and adversely affect our businesses and profitability.

The success of our businesses depends in part on our ability to maintain and monetize our intellectual property rights to our entertainment content. We are fundamentally a content company and theft of our brands, television programming, digital content and other intellectual property has the potential to significantly affect us and the value of our content. Copyright theft is particularly prevalent in many parts of the world that lack effective copyright and technical protective measures similar to those existing in the U.S. or that lack effective enforcement of such measures. The interpretation of copyright, privacy and other laws as applied to our content, and piracy detection and enforcement efforts, remain in flux. The failure to strengthen, or the weakening of existing, intellectual property laws could make it more difficult for us to adequately protect our intellectual property and negatively affect its value.

Content theft has been made easier by the wide availability of higher bandwidth and reduced storage costs, as well as tools that undermine security features such as encryption and the ability of pirates to cloak their identities online. In addition, we and our numerous production and distribution partners operate various technology systems in connection with the production and distribution of our programming, and intentional or unintentional acts could result in unauthorized access to our content, a disruption of our services, or improper disclosure of confidential information. The increasing use of digital formats and technologies heightens this risk. Unauthorized access to our content could result in the premature release of television shows, which is likely to have a significant adverse effect on the value of the affected programming.

Copyright theft has an adverse effect on our business because it reduces the revenue that we are able to receive from the legitimate sale and distribution of our content, undermines lawful distribution channels and inhibits our ability to recoup or profit from the costs incurred to create such works. Efforts to prevent the unauthorized distribution, performance and copying of our content may affect our profitability and may not be successful in preventing harm to our business.

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Protection of electronically stored data is costly and if our data is compromised in spite of this protection, we may incur additional costs, lost opportunities and damage to our reputation.

We maintain information in digital form as necessary to conduct our business, including confidential and proprietary information regarding our distributors, advertisers, viewers and employees as well as personal information. Data maintained in digital form is subject to the risk of intrusion, tampering and theft. We develop and maintain systems to prevent this from occurring, but the development and maintenance of these systems is costly and requires ongoing monitoring and updating as technologies change and efforts to overcome security measures become more sophisticated. Moreover, despite our efforts, the possibility of intrusion, tampering and theft cannot be eliminated entirely, and risks associated with each of these remain. In addition, we provide confidential, proprietary and personal information to third parties when it is necessary to pursue business objectives. While we obtain assurances that these third parties will protect this information and, where appropriate, monitor the protections employed by these third parties, there is a risk the confidentiality of data held by third parties may be compromised. If our data systems are compromised, our ability to conduct our business may be impaired, we may lose profitable opportunities or the value of those opportunities may be diminished and, as described above, we may lose revenue as a result of unlicensed use of our intellectual property. Further, a penetration of our network security or other misappropriation or misuse of personal consumer or employee information could subject us to business, litigation and reputation risk, which could have a negative effect on our business, financial condition and results of operations.

If our technology facility fails or its operations are disrupted, our performance could be hindered.

Our programming is transmitted by our subsidiary, AMC Networks Broadcasting & Technology. AMC Networks Broadcasting & Technology uses its technology facility for a variety of purposes, including signal processing, program editing, promotions, creation of programming segments to fill short gaps between featured programs, quality control, and live and recorded playback. Like other facilities, this facility is subject to interruption from fire, lightning, adverse weather conditions and other natural causes. Equipment failure, employee misconduct or outside interference could also disrupt the facility s services. Although we have an arrangement with a third party to re-broadcast the previous 48 hours of our networks programming in the event of a disruption, we currently do not have a backup operations facility for our programming.

In addition, we rely on third-party satellites in order to transmit our programming signals to our distributors. As with all satellites, there is a risk that the satellites we use will be damaged as a result of natural or man-made causes, or will otherwise fail to operate properly. Although we maintain in-orbit protection providing us with back-up satellite transmission facilities should our primary satellites fail, there can be no assurance that such back-up transmission facilities will be effective or will not themselves fail.

Any significant interruption at AMC Networks Broadcasting & Technology s facility affecting the distribution of our programming, or any failure in satellite transmission of our programming signals, could have an adverse effect on our operating results and financial condition.

A significant amount of our book value consists of intangible assets that may not generate cash in the event of a voluntary or involuntary sale.

At March 31, 2012, our consolidated financial statements included approximately $2.1 billion of consolidated total assets, of which approximately $369 million were classified as intangible assets. Intangible assets primarily include affiliation agreements and affiliate relationships, advertiser relationships, indefinite-lived intangible assets and goodwill. While we believe that the carrying values of our intangible assets are recoverable, you should not assume that we would receive any cash from the voluntary or involuntary sale of these intangible assets, particularly if we were not continuing as an operating business.

The loss of any of our key personnel and artistic talent could adversely affect our business.

We believe that our future success will depend to a significant extent upon the performance of our senior executives. We generally do not maintain key man insurance. In addition, we depend on the availability of a

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number of writers, directors, producers, artistic talent and others, who are employees of third-party production companies that create our original programming. The loss of any significant personnel or artistic talent, or our artistic talent losing their current audience base, could have an adverse effect on our business.

Risks Related to the Distribution

We may have a significant indemnity obligation to Cablevision if the Distribution is treated as a taxable transaction.

Prior to the Distribution, Cablevision received a private letter ruling from the Internal Revenue Service (IRS) to the effect that, among other things, the Distribution and certain related transactions would qualify for tax-free treatment under the Internal Revenue Code (the Code) to Cablevision, the Company, and holders of Cablevision common stock. Although a private letter ruling from the IRS generally is binding on the IRS, if the factual representations or assumptions made in the letter ruling request were untrue or incomplete in any material respect, Cablevision would not be able to rely on the ruling. Furthermore, the IRS will not rule on whether a distribution satisfies certain requirements necessary to obtain tax-free treatment under the Code. Rather, the ruling was based upon representations by Cablevision that these conditions were satisfied, and any inaccuracy in such representations could invalidate the ruling.

If the Distribution does not qualify for tax-free treatment for U.S. federal income tax purposes, then, in general, Cablevision would be subject to tax as if it had sold the common stock of our Company in a taxable sale for its fair market value. Cablevision s stockholders would be subject to tax as if they had received a distribution equal to the fair market value of our common stock that was distributed to them, which generally would be treated first as a taxable dividend to the extent of Cablevision s earnings and profits, then as a non-taxable return of capital to the extent of each stockholder s tax basis in his or her Cablevision stock, and thereafter as capital gain with respect to the remaining value. It is expected that the amount of any such taxes to Cablevision s stockholders and Cablevision would be substantial.

As part of the Distribution, we entered into a Tax Disaffiliation Agreement with Cablevision, which sets out each party s rights and obligations with respect to deficiencies and refunds, if any, of federal, state, local or foreign taxes for periods before and after the Distribution and related matters such as the filing of tax returns and the conduct of IRS and other audits. Pursuant to the Tax Disaffiliation Agreement, we are required to indemnify Cablevision for losses and taxes of Cablevision resulting from the breach of certain covenants and for certain taxable gain recognized by Cablevision, including as a result of certain acquisitions of our stock or assets. If we are required to indemnify Cablevision under the circumstances set forth in the Tax Disaffiliation Agreement, we may be subject to substantial liabilities, which could have a material negative effect on our business, results of operations, financial position and cash flows.

The tax rules applicable to the Distribution may restrict us from engaging in certain corporate transactions or from raising equity capital beyond certain thresholds for a period of time after the Distribution.

To preserve the tax-free treatment of the Distribution to Cablevision and its stockholders, under the Tax Disaffiliation Agreement with Cablevision, for the two-year period following the Distribution, we are subject to restrictions with respect to:

- entering into any transaction pursuant to which 50% or more of our equity securities or assets would be acquired, whether by merger or otherwise, unless certain tests are met;
- issuing equity securities, if any such issuances would, in the aggregate, constitute 50% or more of the voting power or value of our capital stock;
- certain repurchases of our common shares;
- ceasing to actively conduct our business;

amendments to our organizational documents (i) affecting the relative voting rights of our stock or (ii) converting one class of our stock to another;

- liquidating or partially liquidating; and

- taking any other action that prevents the Distribution and related transactions from being tax-free.

Furthermore, the Tax Disaffiliation Agreement limits our ability to pre-pay, pay down, redeem, retire or otherwise acquire the notes or the Term B Facility (as defined below) debt. These restrictions may for a time limit our ability to pursue strategic transactions of a certain magnitude that involve the issuance or acquisition of our stock or engage in new businesses or other transactions that could increase the value of our business. These restrictions may also limit our ability to raise significant amounts of cash through the issuance of stock, especially if our stock price were to suffer substantial declines, or through the sale of certain of our assets.

Our historical financial results as a business segment of Cablevision and our unaudited pro forma condensed consolidated financial statements may not be representative of our results as a separate, stand-alone company.

The historical financial information through December 31, 2011 included in this prospectus has been derived from the consolidated financial statements and accounting records of Cablevision and does not necessarily reflect what our financial position, results of operations or cash flows would have been had we operated as a separate, stand-alone company prior to July 1, 2011. Although Cablevision accounted for our Company as a business segment, we were not operated as a separate, stand-alone company for the historical periods through June 30, 2011. The historical costs and expenses through June 30, 2011 reflected in our consolidated financial statements include an allocation for certain corporate functions historically provided by Cablevision, including general corporate expenses and employee benefits and incentives. These allocations were based on what we and Cablevision considered to be reasonable reflections of the historical utilization levels of these services required in support of our business. Prior to its termination on June 30, 2011, our historical costs have also included a management fee paid to Cablevision calculated based on certain of our subsidiaries gross revenues (as defined under the terms of the consulting agreement) on a monthly basis. The historical information does not necessarily indicate what our results of operations, financial position, cash flows or costs and expenses will be in the future. Our pro forma financial information set forth under Unaudited Pro Forma Condensed Consolidated Financial Information reflects changes that have occurred in our debt service costs as a result of the Transactions. However, there can be no assurances that this unaudited pro forma condensed consolidated financial information is reflective of our future costs as a separate, stand-alone company.

Our ability to operate our business effectively may suffer if we do not effectively establish our own financial, administrative and other support functions in order to operate as a separate, stand-alone company, and we cannot assure you that the transition services Cablevision has agreed to provide us will be sufficient for our needs.

Historically, we have relied on financial, administrative and other resources of Cablevision to support the operation of our business. As a result of our separation from Cablevision, we have expanded our financial, administrative and other support systems and contracted with third parties to replace certain of Cablevision s systems. We also have established our own credit and banking relationships and are performing our own financial and operational functions. Any failure or significant downtime in our own financial or administrative systems or in Cablevision s financial or administrative systems during the transition period could impact our results or prevent us from performing other administrative services and financial reporting on a timely basis and could materially harm our business, financial condition and results of operations.

In connection with the Distribution, we rely on Cablevision s performance under various agreements.

In connection with the Distribution, we entered into various agreements with Cablevision, including a Distribution Agreement, a Tax Disaffiliation Agreement, a Transition Services Agreement, an Employee Matters Agreement and certain other related party agreements and arrangements. These agreements govern our relationship with Cablevision subsequent to the Distribution and provide for the allocation of employee benefits, taxes and certain other liabilities and obligations attributable to periods prior to the Distribution. These agreements also include arrangements with respect to transition services and a number of on-going commercial relationships. The Distribution Agreement includes an agreement that we and Cablevision agree to provide each other with indemnities with respect to liabilities arising out of the businesses that were transferred to us by Cablevision. We are also party to other arrangements with Cablevision. We and Cablevision rely on each other to perform each entity s obligations under these agreements. If Cablevision were to breach or to be unable to satisfy its material obligations under these agreements, including a failure to satisfy its indemnification obligations, we could suffer operational difficulties or significant losses.

If we are unable to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, or our internal control over financial reporting is not effective, the reliability of our financial statements may be questioned and the market value of the notes and our stock price may suffer.

Section 404 of the Sarbanes-Oxley Act of 2002 requires any company subject to the reporting requirements of the U.S. securities laws to do a comprehensive evaluation of its and its consolidated subsidiaries internal control over financial reporting. To comply with this statute, we will be required in 2012 to document and test our internal control procedures, and our management will be required to assess and issue a report concerning our internal control over financial reporting. In addition, our independent auditors will be required to issue an opinion on the effective operation of the Company s internal control over financial reporting as of December 31, 2012. The rules governing the standards that must be met for management to assess our internal control over financial reporting are complex and require significant documentation, testing and possible remediation to meet the detailed standards under the rules. During the course of its testing, our management may identify material weaknesses or deficiencies which may not be remedied in time to meet the deadline imposed by the Sarbanes-Oxley Act of 2002. If our management cannot favorably assess the effectiveness of our internal control over financial reporting or we or our auditors identify material weaknesses in our internal controls, investor confidence in our financial results may weaken, and the market value of our notes and our stock price may suffer.

We are controlled by the Dolan family, which may create certain conflicts of interest and which means certain stockholder decisions can be taken without the consent of the majority of the holders of our Class A Common Stock.

We have two classes of common stock:

- Class B Common Stock, which is generally entitled to ten votes per share and is entitled collectively to elect 75% of our Board of Directors, and

- Class A Common Stock, which is entitled to one vote per share and is entitled collectively to elect the remaining 25% of our Board of Directors.

As of December 31, 2011, the Dolan family, including trusts for the benefit of members of the Dolan family, collectively beneficially own all of our Class B Common Stock, less than 2% of our outstanding Class A Common Stock and approximately 70% of the total voting power of all our outstanding common stock. Of this amount, Cablevision s Chairman, Charles F. Dolan, our Executive Chairman, and his spouse beneficially owned approximately 57.7% of our outstanding Class B Common Stock, less than 1% of our outstanding Class A Common Stock and approximately 41% of the total voting power of all our outstanding common stock. The members of the Dolan family holding Class B Common Stock have executed a stockholders agreement pursuant to which, among other things, the voting power of the holders of our Class B Common Stock will be cast as a block with respect to all matters to be voted on by holders of Class B Common Stock. The Dolan family is able to prevent a change in control of our Company and no person interested in acquiring us will be able to do so without obtaining the consent of the Dolan family.

Charles F. Dolan, members of his family and certain related family entities, by virtue of their stock ownership, have the power to elect all of our directors subject to election by holders of Class B Common Stock and are able collectively to control stockholder decisions on matters on which holders of all classes of our common stock vote together as a single class. These matters could include the amendment of some provisions of our certificate of incorporation and the approval of fundamental corporate transactions.

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In addition, the affirmative vote or consent of the holders of at least 66 2/3% of the outstanding shares of the Class B Common Stock, voting separately as a class, is required to approve:

- the authorization or issuance of any additional shares of Class B Common Stock, and
- any amendment, alteration or repeal of any of the provisions of our certificate of incorporation that adversely affects the powers, preferences or rights of the Class B Common Stock.

As a result, Charles F. Dolan, members of his family and certain related family entities also collectively have the power to prevent such issuance or amendment.

We have adopted a written policy whereby an independent committee of our Board of Directors will review and approve or take such other action as it may deem appropriate with respect to certain transactions involving the Company and its subsidiaries, on the one hand, and certain related parties, including Charles F. Dolan and certain of his family members and related entities on the other hand. See Certain Relationships and Related Transactions Related Party Transaction Approval Policy. This policy does not address all possible conflicts which may arise, and there can be no assurance that this policy will be effective in dealing with conflict scenarios.

The members of the Dolan family group have entered into an agreement with the Company in which they agreed that during the 12-month period beginning on the Distribution Date, the Dolan family group must obtain the prior approval of a majority of the Company s independent directors prior to acquiring common stock of the Company through a tender offer that results in members of the Dolan family group owning more than 50% of the total number of outstanding shares of common stock of the Company. For purposes of this agreement, the term independent directors means the directors of the Company who have been determined by our Board of Directors to be independent directors for purposes of NASDAQ corporate governance standards.

We are a controlled company for NASDAQ purposes, which allows us not to comply with certain of the corporate governance rules of NASDAQ.

Charles F. Dolan, members of his family and certain related family entities have entered into a stockholders agreement relating, among other things, to the voting of their shares of our Class B Common Stock. As a result, we are a controlled company under the corporate governance rules of NASDAQ. As a controlled company, we have the right to elect not to comply with the corporate governance rules of NASDAQ requiring: (i) a majority of independent directors on our Board of Directors, (ii) an independent compensation committee and (iii) an independent corporate governance and nominating committee. Our Board of Directors has elected for the Company to be treated as a controlled company under NASDAQ corporate governance rules and not to comply with the NASDAQ requirement for a majority independent board of directors and an independent corporate governance and nominating committee because of our status as a controlled company.

We share a senior executive and certain directors with Cablevision and The Madison Square Garden Company, which may give rise to conflicts.

Our Executive Chairman, Charles F. Dolan, also serves as the Chairman of Cablevision. As a result, a senior executive officer of the Company will not be devoting his full time and attention to the Company s affairs. In addition, eight members of our Board of Directors are also directors of Cablevision and seven members of our Board are also directors of The Madison Square Garden Company (MSG), an affiliate of Cablevision and the Company. These directors may have actual or apparent conflicts of interest with respect to matters involving or affecting each company. For example, the potential for a conflict of interest exists when we on one hand, and Cablevision or MSG on the other hand, consider acquisitions and other corporate opportunities that may be suitable for us and either or both of them. Also, conflicts may arise if there are issues or disputes under the commercial arrangements that exist between Cablevision or MSG and us. In addition, certain of our directors and officers, including Charles F. Dolan, own Cablevision or MSG stock, restricted stock units and options to

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purchase, and stock appreciation rights in respect of, Cablevision or MSG stock, as well as cash performance awards with any payout based on Cablevision s or MSG s performance. These ownership interests could create actual, apparent or potential conflicts of interest when these individuals are faced with decisions that could have different implications for our Company, Cablevision or MSG. See Certain Relationships and Related Transactions Certain Relationships and Potential Conflicts of Interest for a description of our related party transaction approval policy that we have adopted to help address such potential conflicts that may arise.

Our overlapping directors and executive officer with Cablevision and MSG may result in the diversion of corporate opportunities to and other conflicts with Cablevision or MSG and provisions in our amended and restated certificate of incorporation may provide us no remedy in that circumstance.

The Company s amended and restated certificate of incorporation acknowledges that directors and officers of the Company may also be serving as directors, officers, employees, consultants or agents of Cablevision and its subsidiaries or MSG and its subsidiaries and that the Company may engage in material business transactions with such entities. The Company has renounced its rights to certain business opportunities and the Company s amended and restated certificate of incorporation provides that no director or officer of the Company who is also serving as a director, officer, employee, consultant or agent of Cablevision and its subsidiaries or MSG and its subsidiaries will be liable to the Company or its stockholders for breach of any fiduciary duty that would otherwise exist by reason of the fact that any such individual directs a corporate opportunity (other than certain limited types of opportunities set forth in our certificate of incorporation) to Cablevision or any of its subsidiaries or MSG or any of its subsidiaries instead of the Company, or does not refer or communicate information regarding such corporate opportunities to the Company. These provisions in our amended and restated certificate of incorporation also expressly validate certain contracts, agreements, assignments and transactions (and amendments, modifications or terminations thereof) between the Company and Cablevision or any of its subsidiaries or MSG or any of its subsidiaries and, to the fullest extent permitted by law, provide that the actions of the overlapping directors or officers in connection therewith are not breaches of fiduciary duties owed to the Company, any of its subsidiaries or their respective stockholders.

Risks Relating to the Notes

The right to receive payment on the notes being offered hereby and the guarantees of the notes are unsecured and effectively junior to the claims of the lenders under our senior secured credit facility and to the liabilities of our non-guarantor subsidiaries.

Our obligations under the notes are unsecured, whereas our obligations under our senior secured credit facility are secured by all of our assets and all assets of our restricted subsidiaries, and by a pledge of the equity interests in our subsidiary guarantors. As a result of this structure, the notes and the guarantees are effectively subordinated to all of our and each guarantor s secured indebtedness, including indebtedness under our senior secured credit facility, to the extent of the value of the collateral.

In addition, although most of our existing subsidiaries are guarantors of the notes, some of our existing subsidiaries are not, and future subsidiaries of ours may not be, guarantors of the notes. The notes are structurally subordinated to all indebtedness and other obligations, including trade payables, of these non-guarantor subsidiaries.

If we or any of our restricted subsidiaries become bankrupt or insolvent, or if an event of default occurs under our senior secured credit facility, the lenders under our senior secured credit facility could declare all amounts owed thereunder immediately due and payable. If we were unable to repay that indebtedness, the lenders could foreclose on the pledged assets to the exclusion of you, as a holder of the notes, even if an event of default exists at such time under the indenture governing the notes. In any such event, because the notes are not secured by any of our assets or the assets of our restricted subsidiaries, there could be no assets remaining to satisfy the unsecured claims of noteholders, or if any assets remain, they may be insufficient to satisfy your claim.

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As of March 31, 2012, we had approximately $1,554 million in secured borrowings under our term loan facility and an additional $500 million available under our new revolving credit facility. The indenture governing the notes permits the incurrence of substantial additional indebtedness by us and our restricted subsidiaries in the future, including secured indebtedness, subject to certain restrictions.

The notes and the guarantees may not be enforceable because of fraudulent conveyance laws.

The issuer s issuance of the notes and the guarantors guarantees of the notes may be subject to review under federal bankruptcy law or relevant state fraudulent conveyance laws if a bankruptcy lawsuit is commenced by or on behalf of the issuer s or the guarantors unpaid creditors. Under these laws, if in such a lawsuit a court were to find that, at the time the issuer or a guarantor incurred debt (including debt represented by the notes or the guarantee of the notes), the issuer or such guarantor:

- incurred this debt with the intent of hindering, delaying or defrauding current or future creditors; or

- received less than reasonably equivalent value or fair consideration for incurring this debt and the issuer or the guarantor, as applicable:

  - was insolvent or was rendered insolvent by reason of the related financing transactions;

  - was engaged, or about to engage, in a business or transaction for which its remaining assets constituted unreasonably small capital to carry on its business; or

  - intended to incur, or believed that it would incur, debts beyond its ability to pay these debts as they mature, as all of the foregoing terms are defined in or interpreted under the relevant fraudulent transfer or conveyance statutes;

then the court could void the notes or the guarantee or subordinate the amounts owing under the notes or the guarantee to the issuer s or the guarantor s currently existing or future debt or take other actions detrimental to you.

Furthermore, in a 2009 case, *Official Committee of Unsecured Creditors of TOUSA, Inc.* v. *Citicorp North America, Inc.*, the U.S. Bankruptcy Court in the Southern District of Florida held that a savings clause similar to the savings clause used in the indenture was unenforceable. As a result, the subsidiary guarantees were found to be fraudulent conveyances. We do not know if that decision will be followed. However, if the *TOUSA* decision were to be followed or upheld, the risk that the guarantees would be deemed fraudulent conveyances would be significantly increased. If a court declares the notes or guarantees to be void, or if the notes or guarantees must be limited or voided in accordance with their terms, any claim a note holder may make against us for amounts payable on the notes could, with respect to amounts claimed against us or the guarantors, be subordinated to our indebtedness and the indebtedness of our guarantors, including trade payables.

The measure of insolvency for purposes of the foregoing considerations will vary depending upon the law of the jurisdiction that is being applied in any such proceeding. Generally, an entity would be considered insolvent if, at the time it incurred the debt or issued the guarantee:

- it could not pay its debts or contingent liabilities as they became due;

- the sum of its debts, including contingent liabilities, was greater than its assets, at fair valuation; or

- the current fair saleable value of its assets was less than the amount required to pay the probable liability on its total existing debts and liabilities, including contingent liabilities, as they became absolute and mature.

If the notes or a guarantee is voided as a fraudulent conveyance or found to be unenforceable for any other reason, you will not have a claim against that obligor and will only be a creditor of the issuer or any guarantor whose obligation was not set aside or found to be unenforceable. In addition, the loss of a guarantee constitutes a default under the indenture, which default would cause all outstanding notes, as well as borrowings under our senior secured credit facility, to become immediately due and payable.

We believe that, at the time the issuer and the guarantors initially incurred the debt represented by the notes and the guarantees, the issuer and the guarantors:

- were not insolvent or rendered insolvent by the incurrence;
- had sufficient capital to run our or their businesses effectively; and
- were able to pay obligations on the notes and the guarantees as they mature or became due.

In reaching the foregoing conclusions, we have relied upon our analyses of internal cash flow projections and estimated values of the assets and liabilities of the issuer and the guarantors. In addition, we have relied on a limitation contained in the guarantors guarantees that limits each guarantee as necessary to prevent it from constituting a fraudulent conveyance under applicable law. However, a court passing on these questions might not reach the same conclusions.

Our credit ratings may not reflect all the risks of any investment in the notes.

Our credit ratings are an independent assessment of our ability to pay debt obligations as they become due. Consequently, real or anticipated changes in our credit ratings will generally affect the market value of the notes. Our credit ratings, however, may not reflect the potential impact that risks related to structural, market or other factors discussed in this prospectus may have on the value of your notes.

An active public market may not exist for the notes, which may hinder your ability to liquidate your investment.

The notes are not listed on any securities exchange. The liquidity of the trading market in the notes, and the market price quoted for the notes, may be adversely affected by changes in the overall market for fixed income securities and by changes in our financial performance or prospects or in the prospects for companies in our industry in general. As a result, we cannot assure you that an active trading market will exist for the notes. If no active trading market exists, you may not be able to resell your notes at their fair market value or at all.

We may be unable to repurchase notes in the event of a change of control.

Upon the occurrence of certain kinds of change of control events, you will have the right as a holder of the notes, to require us to repurchase all outstanding notes at 101% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of repurchase. Any holders of debt securities that we may issue in the future that rank equally in right of payment with the notes may also have this right. We may not be able to pay you the required price for your notes at that time because we may not have available funds to pay the repurchase price. In addition, the terms of other existing or future debt may prevent us from paying you. Our failure to repurchase tendered notes or to make payments upon the exercise of the holders option to require repurchase of the notes in the event of certain change of control events would constitute an event of default under the indenture governing the notes, which in turn would constitute a default under our Credit Facility. In addition, the occurrence of a change of control would also constitute an event of default under our Credit Facility. Furthermore, any future indebtedness we may incur may restrict our ability to repurchase the notes, including following a change of control event. Any default under our Credit Facility would result in a default under the indenture governing the notes if the lenders accelerate the debt under our Credit Facility.

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USE OF PROCEEDS

Neither AMC nor the Guarantors will receive any proceeds from the issuance of the new notes in the exchange offer. In consideration for issuing the new notes as contemplated in this prospectus, we will receive in exchange a like principal amount of old notes, the terms of which are identical in all material respects to the new notes. The old notes surrendered in exchange for the new notes will be cancelled.

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CAPITALIZATION

The following table sets forth our consolidated cash and cash equivalents and capitalization as of March 31, 2012. You should read the following information together with the sections entitled Management s Discussion and Analysis of Financial Condition and Results of Operations and our annual and interim consolidated financial statements and the accompanying notes included elsewhere in this prospectus.

	March 31, 2012 (in thousands) (unaudited)
Cash and cash equivalents	$ 224,182
Borrowings under Credit Facility(1)	$ 1,554,097
Capital lease obligations	16,860
Senior notes(2)	686,671
Total Debt	2,257,628
Total shareholder s deficiency	(1,004,857)
Total Capitalization	$ 1,252,771

(1) Our Credit Facility, which includes $1,554 million outstanding under the term loan facility and an undrawn upon $500 million revolving credit facility, is described in more detail below under Management s Discussion and Analysis of Financial Condition and Results of Operations Liquidity and Capital Resources Debt Financing Agreements Senior Secured Credit Facility and Description of New Senior Secured Credit Facility.

(2) The new notes issued in connection with the exchange offer will be for an equivalent amount of outstanding old notes and the new notes will be identical in all material respects to the old notes outstanding at March 31, 2012, except that the new notes will be registered under the Securities Act. Accordingly, upon consummation of the exchange offer, our capitalization will be unchanged from that reflected in the table above.

RATIO OF EARNINGS TO FIXED CHARGES

	For the Three Months Ended March 31,		For the Years Ended December 31,				
	2012	2011	2011	2010	2009	2008	2007
Ratio of earnings to fixed charges	3.2	3.7	3.1	3.6	2.9	0.8(a)	1.2

(a) For the year ended December 31, 2008, earnings were insufficient to cover fixed charges by $17.8 million.

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SELECTED HISTORICAL CONSOLIDATED FINANCIAL INFORMATION

The operating and balance sheet data included in the following selected financial data as of December 31, 2011 and 2010 and for each year in the three-year period ended December 31, 2011 have been derived from the audited annual consolidated financial statements of AMC Networks Inc. and its subsidiaries included elsewhere in this prospectus. The operating and balance sheet data included in the following selected financial data as of December 31, 2009 and 2008 and for the year ended December 31, 2008 have been derived from the audited annual consolidated financial statements of AMC Networks Inc. and its subsidiaries for such year, which are not included in this prospectus. The operating and balance sheet data included in the following selected financial data as of and for the year ended December 31, 2007 have been derived from the unaudited annual consolidated financial statements of AMC Networks Inc. and its subsidiaries, which are not included in this prospectus. The operating and balance sheet data included in the following selected financial data for the three months ended March 31, 2012 and 2011 and as of March 31, 2012 have been derived from the unaudited interim consolidated financial statements of AMC Networks Inc. and its subsidiaries included elsewhere in this prospectus and as of March 31, 2011 have been derived from the unaudited interim consolidated financial statements of AMC Networks Inc. and its subsidiaries which are not included in this prospectus, and, in the opinion of management reflect all adjustments, consisting only of normal recurring adjustments, necessary for the fair presentation of such data for the respective interim periods. The financial information presented below does not necessarily reflect what our results of operations and financial position would have been through 2011 if we had operated as a separate publicly-traded entity prior to July 1, 2011. The results of operations for the three month period ended March 31, 2012 are not necessarily indicative of the results that might be expected for future interim periods or for the full year ending December 31, 2012. The selected financial data presented below should be read in conjunction with the annual and interim consolidated financial statements included elsewhere in this prospectus and with Management s Discussion and Analysis of Financial Condition and Results of Operations and Unaudited Pro Forma Condensed Consolidated Financial Information.

	Three Months Ended March 31, 2012	Three Months Ended March 31, 2011	Years Ended December 31, 2011	2010	2009	2008	2007
	(Dollars in thousands, except per share amounts)						
Operating Data(a):							
Revenues, net	$ 326,239	$ 272,903	$ 1,187,741	$ 1,078,300	$ 973,644	$ 893,557	$ 754,447
Operating expenses:							
Technical and operating (excluding depreciation and amortization shown below)	104,930	90,411	425,961	366,093	310,365	314,960	276,144
Selling, general and administrative	99,222	86,921	335,656	328,134	313,904	302,474	256,995
Restructuring (credit) expense(b)	(3)	(34)	(240)	(2,218)	5,162	46,877	2,245
Depreciation and amortization	25,051	24,926	99,848	106,455	106,504	108,349	81,101
	229,200	202,224	861,225	798,464	735,935	772,660	616,485
Operating income	97,039	70,679	326,516	279,836	237,709	120,897	137,962
Other income (expense):							
Interest expense, net	(29,692)	(17,893)	(94,796)	(73,412)	(78,942)	(99,905)	(113,841)
Loss on investments, net						(103,238)	(1,812)
Gain on equity derivative contracts						66,447	24,183
Loss on extinguishment of debt and write-off of deferred financing costs	(312)		(20,973)			(2,424)	(22,032)
Miscellaneous, net	12	72	(137)	(162)	187	379	3,140
	$ (29,992)	$ (17,821)	$ (115,906)	$ (73,574)	$ (78,755)	$ (138,741)	$ (110,362)
Income (loss) from continuing operations before income taxes	67,047	52,858	210,610	206,262	158,954	(17,844)	27,600
Income tax expense	(23,970)	(23,136)	(84,248)	(88,073)	(70,407)	(2,732)	(12,227)
Income (loss) from continuing operations	43,077	29,722	126,362	118,189	88,547	(20,576)	15,373
Income (loss) from discontinued operations, net of income taxes	104	96	92	(38,090)	(34,791)	(26,866)	(25,867)
Net income (loss)	$ 43,181	$ 29,818	$ 126,454	$ 80,099	$ 53,756	$ (47,442)	$ (10,494)
Income (loss) from continuing operations per share:							
Basic(c)	$ 0.62	$ 0.43	$ 1.82	$ 1.71	$ 1.28	$ (0.30)	$ 0.22
Diluted(c)	$ 0.60	$ 0.43	$ 1.79	$ 1.71	$ 1.28	$ (0.30)	$ 0.22
Balance Sheet Data(a):							
Program rights, net	$ 1,009,365	$ 895,690	$ 1,000,780	$ 783,830	$ 683,306	$ 649,020	$ 553,555
Investment securities pledged as collateral							472,347
Total assets	2,125,809	1,924,312	2,183,934	1,853,896	1,934,362	1,987,917	2,423,442
Program rights obligations	614,028	557,511	619,029	454,825	435,638	465,588	416,960
Note payable/advances to related parties					190,000	190,000	130,000
Credit facility debt(d)	1,554,097	412,500	1,604,846	475,000	580,000	700,000	500,000
Collateralized indebtedness							402,965
Senior notes(d)	686,671	299,619	686,434	299,552	299,283	299,014	298,745
Senior subordinated notes(d)		324,134		324,071	323,817	323,564	323,311
Capital lease obligations	16,860	19,198	15,677	20,252	24,611	21,106	24,432
Total debt	2,257,628	1,055,451	2,306,957	1,118,875	1,227,711	1,343,684	1,549,453
Stockholders (deficiency) equity	(1,004,857)	81,374	(1,036,995)	24,831	(236,992)	(278,502)	(570,665)

(a) We acquired Sundance Channel in June 2008. The results of Sundance Channel s operations have been included in the consolidated financial statements from the date of acquisition.

(b) In December 2008, we decided to discontinue funding the domestic programming business of VOOM HD. In connection with this decision we recorded restructuring expense (credit) in each of the years from 2008 to 2011 and for the three months ended March 31, 2012 and 2011.

(c)

Common shares assumed to be outstanding during the years ended December 31, 2010, 2009, 2008 and 2007 totaled 69,161,000, representing the number of shares of AMC Networks common stock issued to Cablevision shareholders on the Distribution Date, and excludes unvested outstanding restricted shares, based on a distribution ratio of one share of AMC Networks common stock for every four shares of Cablevision common stock outstanding.

(d) As part of the Distribution, we incurred $2,425,000 of the New AMC Networks Debt, consisting of $1,725,000 aggregate principal amount of senior secured term loans and $700,000 aggregate principal amount of senior unsecured notes. Approximately $1,063,000 of the proceeds of the New AMC Networks Debt was used to repay all pre-Distribution outstanding Company debt (excluding capital leases), including principal and accrued and unpaid interest to the date of repayment, and, as partial consideration for Cablevision s contribution of the membership interests in RMH to the Company, $1,250,000, net of discount, of New AMC Networks Debt was issued to CSC Holdings, a wholly-owned subsidiary of Cablevision, which is reflected as a deemed capital distribution in the consolidated statement of stockholders (deficiency) equity for the year ended December 31, 2011. See Note 1 to the annual consolidated financial statements included elsewhere herein.

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UNAUDITED PRO FORMA

CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The following unaudited pro forma condensed consolidated statement of income for the year ended December 31, 2011 is based on the historical consolidated financial statements of the Company. The unaudited pro forma condensed consolidated financial information presented below should be read in conjunction with Management s Discussion and Analysis of Financial Condition and Results of Operations and our consolidated annual financial statements and corresponding notes thereto included elsewhere in this prospectus. The unaudited pro forma condensed consolidated financial statements reflect certain known impacts as a result of the Distribution, the separation of the Company from Cablevision and the Financing Transactions (collectively, the Transactions). The unaudited pro forma condensed consolidated financial statements have been prepared giving effect to the Transactions as if they had occurred as of January 1, 2011.

The unaudited pro forma condensed consolidated financial information set forth below has been derived from the consolidated annual financial statements of the Company for the year ended December 31, 2011 included elsewhere within this prospectus, and reflect certain assumptions that we believe are reasonable.

Although we have not reflected any expected cost savings as a pro forma adjustment, following the Distribution, we now incur corporate costs to operate our business as a separate, stand-alone public entity, which have been lower than our historical expenses prior to the Distribution, including corporate allocations from and management fees paid to Cablevision, which are no longer charged to us subsequent to the Distribution. For the period between January 1, 2011 and the Distribution Date of June 30, 2011, our results of operations included corporate and administrative charges from Cablevision of $17 million, and management fees charged by Cablevision to certain subsidiaries of the Company of $14 million. Corporate costs to operate our business as a separate, stand-alone public entity principally relate to areas that include, but are not limited to:

- additional personnel including human resources, finance, accounting, compliance, tax, treasury, internal audit and legal;
- additional professional fees associated with audits, tax, legal and other services;
- insurance premiums;
- board of directors fees;
- stock market listing fees, investor relations costs and fees for preparing and distributing periodic filings with the Securities and Exchange Commission; and
- other administrative costs and fees, including anticipated incremental executive compensation costs related to existing and new executive management.

These unaudited pro forma condensed consolidated financial statements reflect all other adjustments that, in the opinion of management, are necessary to present fairly the pro forma condensed consolidated results of operations of the Company for the period indicated. The unaudited pro forma condensed consolidated financial information is for illustrative and informational purposes only and is not intended to represent or be indicative of what our financial condition or results of operations would have been had the Company operated historically as a company independent of Cablevision or if the Transactions had occurred on the date indicated. The unaudited pro forma condensed consolidated financial information also should not be considered representative of our future consolidated results of operations.

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AMC NETWORKS INC. AND SUBSIDIARIES

UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF INCOME

FOR THE YEAR ENDED DECEMBER 31, 2011

(DOLLARS IN THOUSANDS)

	Historical	Pro Forma Adjustments	Pro Forma
Revenues, net	$ 1,187,741	$	$ 1,187,741
Operating expenses:			
Technical and operating (excluding depreciation and amortization shown below)	425,961		425,961
Selling, general and administrative	335,656		335,656
Restructuring credits	(240)		(240)
Depreciation and amortization	99,848		99,848
	861,225		861,225
Operating income	326,516		326,516
Other income (expense):			
Interest expense	(95,870)	(22,857)(1)(3)	(118,727)
Interest income	1,074		1,074
Write-off of deferred financing costs	(6,247)	5,703(1)	(544)
Loss on extinguishment of debt	(14,726)	14,535(1)	(191)
Miscellaneous, net	(137)		(137)
	(115,906)	(2,619)	(118,525)
Income from continuing operations before income taxes	210,610	(2,619)	207,991
Income tax expense	(84,248)	4,250(2)	(79,998)
Income from continuing operations	$ 126,362	$ 1,631	$ 127,993
Pro forma basic net income from continuing operations per share			$ 1.85
Pro forma diluted net income from continuing operations per share			$ 1.81
Pro forma basic weighted average common shares (in thousands)			69,283
Pro forma diluted weighted average common shares (in thousands)			70,731

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The unaudited pro forma adjustments to the accompanying historical financial information for the year ended December 31, 2011 are described below (dollars in thousands):

Statement of Income

(1) Resulting from the issuance of the old notes and the incurrence of indebtedness under our senior secured credit facility on June 30, 2011, and repayment of all pre-Distribution outstanding debt (excluding capital leases) on June 30, 2011, the adjustment represents the net impact of (i) elimination of historical interest expense related to pre-Distribution debt and the associated amortization of deferred financing costs and accretion of the discounts, offset by (ii) an increase in interest expense for the notes and $1,725,000 aggregate principal amount of senior secured term loans, the related amortization of deferred financing costs, the accretion of the discount on the notes and the senior secured credit facility and the commitment fee on the undrawn revolving line of credit (for the period January 1, 2011 to June 30, 2011). The deferred financing costs are being amortized over the applicable life of the senior secured term loans and the notes. The interest rate on the $1,725,000 aggregate principal amount of senior secured term loans is a variable rate based on LIBOR, the Federal Funds rate or the U.S. prime rate and the interest rate on the $700,000 aggregate principal amount of notes is 7.75%. For purposes of the pro forma statement of income, interest expense on the term loans for the period of January 1, 2011 to June 30, 2011 was estimated using the applicable rate at December 31, 2011 of 2.03% for the Term A Facility (as defined below) and 4.00% for the Term B Facility (as defined below). If the indexed rate on the senior secured term loans increased or decreased by 1%, pro forma interest expense for the year ended December 31, 2011 would increase or decrease by approximately $17,000. For further information regarding our financing arrangements, see Management s Discussion and Analysis of Financial Condition and Results of Operations Debt Financing Agreements below.

(2) Includes the pro forma adjustments to reduce income tax expense by $3,281 for the period between January 1, 2011 and the Distribution Date of June 30, 2011, to reflect the reduction in the applicable corporate income tax rates effective July 1, 2011 that have been lower for the Company on a stand-alone basis as compared with the applicable Cablevision corporate tax rates used by the Company for that period in its historical financial statements, as well as the income tax impact related to the pro forma adjustments discussed above.

(3) The new notes issued in connection with the exchange offer will be for an equivalent amount of outstanding old notes and the new notes will be identical in all material respects to the old notes outstanding at December 31, 2011, except that the new notes will be registered under the Securities Act. Accordingly, consummation of the exchange offer has no impact on interest expense reflected for the old notes in the pro forma statement of income.

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MANAGEMENT S DISCUSSION AND ANALYSIS OF

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You are encouraged to read the following discussion and analysis of our financial condition and results of operations together with our annual and interim consolidated financial statements and related notes appearing at the end of this prospectus. All dollar amounts in this section, unless otherwise indicated, are presented in thousands.

This Management s Discussion and Analysis of Financial Condition and Results of Operations contains statements that constitute forward-looking information within the meaning of the Private Securities Litigation Reform Act of 1995. In this Management s Discussion and Analysis of Financial Condition and Results of Operations, there are statements concerning our future operating results and future financial performance. Words such as expects, anticipates, believes, estimates, may, will, should, could, potential, continue, intends, words and terms used in the discussion of future operating results and future financial performance identify forward-looking statements. You are cautioned that any such forward-looking statements are not guarantees of future performance or results and involve risks and uncertainties, and that actual results or developments may differ materially from the forward-looking statements as a result of various factors. Factors that may cause such differences to occur include, but are not limited to:

- the level of our revenues;
- market demand for new programming services;
- demand for advertising inventory;
- the demand for our programming among cable and other multichannel distribution platforms, including DBS and platforms operated by telecommunications providers (we refer collectively to these cable and other multichannel distributors as multichannel video distributors or distributors) and our ability to maintain and renew affiliation agreements with multichannel video distributors;
- the cost of, and our ability to obtain or produce, desirable programming content for our networks and film distribution businesses;
- market demand for our services internationally and for our film distribution business, and our ability to profitably provide those services;
- the security of our program rights and other electronic data;
- the loss of any of our key personnel and artistic talent;
- the highly competitive nature of the cable programming industry;
- changes in both domestic and foreign laws or regulations under which we operate;

the outcome of litigation and other proceedings, including the matters described in the notes to our consolidated financial statements;

general economic conditions in the areas in which we operate;

our substantial debt and high leverage;

reduced access to capital markets or significant increases in costs to borrow;

the level of our expenses;

the level of our capital expenditures;

future acquisitions and dispositions of assets;

whether pending uncompleted transactions, if any, are completed on the terms and at the times set forth (if at all);

other risks and uncertainties inherent in our programming businesses;

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financial community and rating agency perceptions of our business, operations, financial condition and the industry in which we operate, and the additional factors described herein; and

the factors described under Risk Factors.

We disclaim any obligation to update or revise the forward-looking statements contained herein, except as otherwise required by applicable federal securities laws.

All dollar amounts and subscriber data included in the following Management s Discussion and Analysis of Financial Condition and Results of Operations are presented in thousands.

Introduction

Management s discussion and analysis (MD&A) of our results of operations and financial condition is provided as a supplement to, and should be read in conjunction with, the audited annual consolidated financial statements and unaudited interim consolidated financial statements and notes thereto included elsewhere herein to enhance the understanding of our financial condition, changes in financial condition and results of our operations. Our MD&A is organized as follows:

Business Overview. This section provides a general description of our business and our reportable segments, as well as other matters that we believe are important in understanding our results of operations and financial condition and in anticipating future trends.

Consolidated Results of Operations. This section provides an analysis of our results of operations for the three months ended March 31, 2012 and 2011, and for the years ended December 31, 2011, 2010 and 2009. Our discussion is presented on both a consolidated and segment basis. Our two segments are: (i) National Networks and (ii) International and Other.

Liquidity and Capital Resources. This section provides a discussion of our financial condition as of March 31, 2012 as well as an analysis of our cash flows for the three months ended March 31, 2012 and 2011, and for the years ended December 31, 2011, 2010 and 2009. The discussion of our financial condition and liquidity includes summaries of (i) our primary sources of liquidity and (ii) our contractual obligations and off-balance sheet arrangements that existed at December 31, 2011, along with any significant changes at March 31, 2012.

Critical Accounting Policies and Estimates. This section provides a discussion of our accounting policies considered to be important to an understanding of our financial condition and results of operations, and which require significant judgment and estimates on the part of management in their application.

Business Overview

We manage our business through the following two reportable segments:

National Networks: Includes four nationally distributed programming networks: AMC, WE tv, IFC and Sundance Channel. These programming networks are distributed throughout the U.S. (U.S.) via cable and other multichannel distribution platforms, including DBS and platforms operated by multichannel video distributors; and

International and Other: Principally includes AMC/Sundance Channel Global, our international programming business; IFC Films, our independent film distribution business; and AMC Networks Broadcasting & Technology, our network technical services business, which supplies services primarily to our national programming networks. AMC and Sundance Channel are distributed in Canada and Sundance Channel and WE tv are distributed in other countries throughout Europe and Asia. The International and Other reportable segment also includes VOOM HD, which we are in the process of winding down, and which continues to sell certain limited amounts of programming internationally through program license agreements.

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The tables presented below set forth our consolidated revenues, net, operating income (loss) and adjusted operating cash flow (AOCF), defined below, for the periods indicated.

	Three Months Ended March 31, 2012	2011	For the years ended December 31, 2011	2010	2009
Revenues, net					
National Networks	$ 304,223	$ 251,845	$ 1,082,358	$ 994,573	$ 896,493
International and Other	26,346	25,381	125,573	104,499	95,921
Inter-segment eliminations	(4,330)	(4,323)	(20,190)	(20,772)	(18,770)
Consolidated revenues, net	$ 326,239	$ 272,903	$ 1,187,741	$ 1,078,300	$ 973,644
Operating income (loss)					
National Networks	$ 109,218	$ 81,895	$ 349,272	$ 312,525	$ 278,816
International and Other	(12,684)	(11,512)	(21,890)	(29,603)	(37,934)
Inter-segment eliminations	505	296	(866)	(3,086)	(3,173)
Consolidated operating income	$ 97,039	$ 70,679	$ 326,516	$ 279,836	$ 237,709
AOCF					
National Networks	$ 133,372	$ 106,356	$ 447,555	$ 419,051	$ 380,824
International and Other	(8,207)	(7,104)	(4,976)	(14,686)	(13,553)
Inter-segment eliminations	505	296	(866)	(3,086)	(3,173)
Consolidated AOCF	$ 125,670	$ 99,548	$ 441,713	$ 401,279	$ 364,098

We evaluate segment performance based on several factors, of which the primary financial measure is business segment AOCF. We define AOCF, which is a non-GAAP financial measure, as operating income (loss) before depreciation and amortization, share-based compensation expense or benefit and restructuring expense or credit.

We believe that AOCF is an appropriate measure for evaluating the operating performance on both a business segment and consolidated basis. AOCF and similar measures with similar titles are common performance measures used by investors, analysts and peers to compare performance in the industry.

Internally, we use revenues, net and AOCF measures as the most important indicators of our business performance, and evaluate management s effectiveness with specific reference to these indicators. AOCF should be viewed as a supplement to, and not a substitute for, operating income (loss), net income (loss), cash flows from operating activities and other measures of performance and/or liquidity presented in accordance with GAAP. Since AOCF is not a measure of performance calculated in accordance with GAAP, this measure may not be comparable to similar measures with similar titles used by other companies.

The following is a reconciliation of consolidated AOCF to operating income for the periods indicated:

	Three Months Ended March 31, 2012	2011	For the years ended December 31, 2011	2010	2009
Operating income	$ 97,039	$ 70,679	$ 326,516	$ 279,836	$ 237,709
Share-based compensation expense	3,583	3,977	15,589	17,206	14,723
Restructuring (credit) expense	(3)	(34)	(240)	(2,218)	5,162
Depreciation and amortization	25,051	24,926	99,848	106,455	106,504

AOCF	$ 125,670	$ 99,548	$ 441,713	$ 401,279	$ 364,098

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National Networks

In our National Networks segment, which accounted for 91% of our consolidated revenues for the year ended December 31, 2011, we earn revenues in two principal ways. First, we receive affiliation fees from distributors. These revenues are generally based on a per subscriber fee under multi-year contracts, commonly referred to as affiliation agreements, which generally provide for annual affiliation rate increases. The specific affiliation fee revenues we earn vary from period to period, distributor to distributor and also vary among our networks, but are generally based upon the number of each distributor s subscribers who receive our programming, referred to as viewing subscribers. The terms of certain other affiliation agreements provide that the affiliation fee revenues we earn are a fixed contractual monthly fee. Other sources of distribution revenue include the licensing of original programming for foreign and digital distribution to distributors, which is recognized upon availability for distribution by the licensee. Revenue from pay-per-view arrangements is recognized as programming is exhibited based on end-customer purchases as reported by the distributor.

The second principal source of revenues is from advertising. Under our affiliation agreements with our distributors, we have the right to sell a specified amount of national advertising time on certain of our programming networks. Our advertising revenues are more variable than affiliation fee revenues because virtually all of our advertising is sold on a short-term basis, not under long-term contracts. Our advertising arrangements with advertisers provide for a set number of advertising units to air over a specific period of time at a negotiated price per unit. In certain advertising sales arrangements, our programming networks guarantee specified viewer ratings for their programming. If these guaranteed viewer ratings are not met, we are generally required to provide additional advertising units to the advertiser at no charge. For these types of arrangements, a portion of the related revenue is deferred if the guaranteed viewer ratings are not met and is subsequently recognized either when we provide the required additional advertising time, the guarantee obligation contractually expires or performance requirements become remote. Most of our advertising revenues vary based upon the popularity of our programming as measured by Nielsen. In 2011, our national programming networks had approximately 1,000 advertisers representing companies in a broad range of sectors, including the health, insurance, food, automotive and retail industries. Our AMC, WE tv and IFC programming networks use a traditional advertising sales model, while Sundance Channel principally sells sponsorships. Prior to December 2010, IFC principally sold sponsorships.

Changes in revenue are primarily derived from changes in contractual affiliation rates charged for our services, changes in the number of subscribers and changes in the prices and level of advertising on our networks. We seek to grow our revenues by increasing the number of viewing subscribers of the distributors that carry our services. We refer to this as our penetration. AMC, which is widely distributed, has a more limited ability to increase its penetration than do WE tv, IFC and Sundance Channel. WE tv, IFC and Sundance Channel, although carried by all of the larger distributors, have higher growth opportunities due to their current penetration levels with those distributors. IFC and Sundance Channel are currently carried primarily on digital tiers, while WE tv is carried on either analog expanded basic or digital tiers. Therefore, WE tv, IFC and Sundance Channel penetration rates may increase if distributors are successful in converting their analog subscribers to digital tiers of service that include those networks. Our revenues may also increase over time through contractual rate increases stipulated in most of our affiliation agreements. In negotiating for increased or extended carriage, we have, in some instances, made upfront payments in exchange for additional subscribers or extended carriage, which we record as deferred carriage fees and which are amortized as a reduction to revenue over the period of the related affiliation agreements, or agreed to waive for a specified period or accept lower per-subscriber fees if certain additional subscribers are provided. We also may help fund the distributors efforts to market our channels. We believe that these transactions generate a positive return on investment over the contract period. We seek to increase our advertising revenues by increasing the number of minutes of national advertising sold and by increasing the rates we charge for such advertising, but, ultimately, the level of our advertising revenues, in most cases, is directly related to the overall distribution of our programming, penetration of our services and the popularity (including within desirable demographic groups) of our services as measured by Nielsen.

Our principal goal is to increase our revenues by increasing distribution and penetration of our services, and increasing our ratings. To do this, we must continue to contract for and produce high-quality, attractive programming. There is a concentration of subscribers in the hands of a few distributors, which could create disparate bargaining power between the largest distributors and us by giving those distributors greater leverage in negotiating the price and other terms of affiliation agreements.

To an increasing extent, the success of our business depends on original programming, both scripted and unscripted, across all of our networks. In recent years, we have introduced a number of scripted original series, primarily on AMC, that have been critically acclaimed, award winning and commercially successful. These successful series have resulted in higher audience ratings for our networks. Historically, in periods when we air original programming, our ratings have increased. In 2012, AMC expects to air five scripted original series. This may result in higher audience ratings for AMC. Among other things, higher audience ratings drive increased revenues particularly through higher advertising revenues. The timing of exhibition and distribution of original programming varies from period to period, which results in greater variability in our revenues, earnings and cash flows from operating activities.

Scripted original series require us to make up-front investments, which are often significant amounts. Not all of our programming efforts are commercially successful, which could result in a write-off of program rights. If it is determined that film or other program rights have no future programming usefulness based on actual demand or market conditions, a write-off of the unamortized cost is recorded in technical and operating expense. For example, in 2011, we recorded program write-offs of $18.3 million, of which approximately $17.6 million related to one scripted original series.

See Critical Accounting Policies and Estimates for a discussion of the amortization and write-off of program rights.

International and Other

Our International and Other segment includes the operations of AMC/Sundance Channel Global, IFC Films, AMC Networks Broadcasting & Technology and VOOM HD.

VOOM HD historically offered a suite of channels, produced exclusively in HD and marketed for distribution to DBS and multichannel video distributors. VOOM was available in the U.S. only on Cablevision s cable television systems and on DISH Network. On December 18, 2008, we decided to discontinue funding the domestic offerings of VOOM. Subsequently, VOOM HD terminated the domestic offerings of VOOM. VOOM HD discontinued the VOOM international channel as of December 31, 2009; however, it continued distributing the Rush HD channel in Europe through April 2011. VOOM HD, which we are in the process of winding down, continues to sell certain limited amounts of programming internationally through program license agreements. See also Business Legal Proceedings DISH Network Contract Dispute.

Although we view our international expansion as an important long-term strategy, international expansion is currently expected to represent only a small amount of our projected overall financial results over the next five years. However, international expansion could provide a benefit to our financial results if we were able to grow this portion of our business faster than expected. Similar to our domestic businesses, the most significant business challenges we expect to encounter in our international business include programming competition (from both foreign and domestic programmers), limited channel capacity on distributors platforms, the growth of subscribers on those platforms and economic pressures on affiliation fees. Other significant business challenges unique to international expansion include increased programming costs for international rights and translation (*i.e.*, dubbing and subtitling), a lack of availability of international rights for a portion of our domestic programming content, increased distribution costs for cable, satellite or fiber feeds and a limited physical presence in each territory.

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Spin-off from Cablevision

On June 30, 2011, Cablevision spun-off the Company and we became an independent public company. In connection with the Distribution, Cablevision contributed all of the membership interests of RMH to us. RMH owned, directly or indirectly, the businesses included in Cablevision s Rainbow Media segment. On June 30, 2011, Cablevision effected the Distribution of all of AMC Networks outstanding common stock. In the Distribution, each holder of Cablevision NY Group (CNYG) Class A Common Stock of record on June 16, 2011 received one share of AMC Networks Class A Common Stock for every four shares of CNYG Class A Common Stock held on the record date, which resulted in the issuance of approximately 57,813,000 shares of Class A Common Stock. Each record holder of CNYG Class B Common Stock received one share of AMC Networks Class B Common Stock for every four shares of CNYG Class B Common Stock held on the record date, which resulted in the issuance of approximately 13,534,000 shares of Class B Common Stock. Immediately prior to the Distribution, we were an indirect wholly-owned subsidiary of Cablevision. Both Cablevision and AMC Networks continue to be controlled by the Dolan Family.

As part of the Distribution, the Company incurred New AMC Networks Debt of $2,425,000, consisting of $1,725,000 aggregate principal amount of senior secured term loans and $700,000 aggregate principal amount of senior unsecured notes (see Note 8 in the accompanying annual consolidated financial statements). Approximately $1,063,000 of the proceeds of the New AMC Networks Debt was used to repay all pre-Distribution outstanding debt (excluding capital leases), including principal and accrued and unpaid interest to the date of repayment, and, as partial consideration for Cablevision s contribution of the membership interests in RMH to us, $1,250,000, net of discount, of New AMC Networks Debt was issued to CSC Holdings, a wholly-owned subsidiary of Cablevision, which is reflected as a deemed capital distribution in the consolidated statement of stockholders (deficiency) equity for the year ended December 31, 2011. CSC Holdings used such New AMC Networks Debt to satisfy and discharge outstanding CSC Holdings debt, which ultimately resulted in such New AMC Networks Debt being held by third-party investors.

2010 Transactions

On December 31, 2010, RMH transferred its membership interests in News 12 (regional news programming services), Rainbow Advertising Sales Corporation (RASCO) (a cable television advertising company), and certain other businesses to wholly-owned subsidiaries of Cablevision in contemplation of the Distribution. The operating results of these transferred entities through the date of transfer have been presented in discontinued operations for the years ended December 31, 2010 and 2009 in the accompanying annual consolidated financial statements.

Corporate Expenses

Our historical results of operations reflected in our consolidated financial statements, for periods prior to the Distribution, include management fee charges and the allocation of expenses related to certain corporate functions historically provided by Cablevision. Our results of operations after the Distribution reflect certain revenues and expenses related to transactions with or charges from related parties as described in Note 19 in the accompanying annual consolidated financial statements. As a separate, stand-alone public company, we have expanded and are continuing to expand our financial, administrative and other staff to support these new requirements. In addition, we are adding staff and systems to replace many of the functions previously provided by Cablevision. However, our corporate operating costs as a separate company subsequent to the Distribution, including those associated with being a publicly-traded company, through March 31, 2012 have been, and are expected to continue to be, lower than the historical allocation of expenses related to certain corporate functions (including management fee charges). Pursuant to a consulting agreement with Cablevision, until the Distribution Date the Company paid a management fee calculated based on certain of our subsidiaries gross revenues (as defined under the terms of the consulting agreement) on a monthly basis. We terminated the consulting agreement on the Distribution Date and did not replace it.

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We allocate certain amounts of our corporate overhead to each segment based upon their proportionate estimated usage of services. The segment financial information set forth below, including the discussion related to individual line items, does not reflect inter-segment eliminations unless specifically indicated.

Cautionary Note Concerning Historical Financial Statements

As noted above, our consolidated financial statements for periods prior to the Distribution have been derived from the consolidated financial statements and accounting records of Cablevision and reflect certain assumptions and allocations. Our financial position, results of operations and cash flows could differ from those that might have resulted had we operated autonomously or as an entity independent of Cablevision.

Our capital structure after the Distribution is different from the capital structure presented in the historical consolidated financial statements for periods prior to the Distribution and, accordingly, our interest expense in periods after June 30, 2011 as a separate independent entity is, and we expect will continue to be, materially higher than the interest expense reflected in our historical consolidated financial statements in periods prior to June 30, 2011.

Impact of Economic Conditions

Our future performance is dependent, to a large extent, on general economic conditions including the impact of direct competition, our ability to manage our businesses effectively, and our relative strength and leverage in the marketplace, both with suppliers and customers.

Additional capital and credit market disruptions could cause economic downturns, which may lead to lower demand for our products, such as lower demand for television advertising and a decrease in the number of subscribers receiving our programming networks from our distributors. We have experienced some of the effects of the recent economic downturn. Continuation of events such as these may adversely impact our results of operations, cash flows and financial position.

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Consolidated Results of Operations

Three Months Ended March 31, 2012 Compared to Three Months Ended March 31, 2011

The following table sets forth our consolidated results of operations for the periods indicated.

	Three Months Ended March 31, 2012		2011			
	Amount	% of Revenues, net	Amount	% of Revenues, net	$ change	% change
Revenues, net	$ 326,239	100%	$ 272,903	100%	$ 53,336	20%
Operating expenses:						
Technical and operating (excluding depreciation and amortization shown below)	104,930	32	90,411	33	14,519	16
Selling, general and administrative	99,222	30	86,921	32	12,301	14
Restructuring credit	(3)		(34)		31	(91)
Depreciation and amortization	25,051	8	24,926	9	125	1
Total operating expenses	229,200	70	202,224	74	26,976	13
Operating income	97,039	30	70,679	26	26,360	37
Other income (expense):						
Interest expense, net	(29,692)	(9)	(17,893)	(7)	(11,799)	66
Write-off of deferred financing costs	(312)				(312)	
Miscellaneous, net	12		72		(60)	(83)
Total other income (expense)	(29,992)	(9)	(17,821)	(7)	(12,171)	68
Income from continuing operations before income taxes	67,047	21	52,858	19	14,189	27
Income tax expense	(23,970)	(7)	(23,136)	(8)	(834)	4
Income from continuing operations	43,077	13	29,722	11	13,355	45
Income from discontinued operations, net of income taxes	104		96		8	8
Net Income	$ 43,181	13%	$ 29,818	11%	$ 13,363	45%

The following is a reconciliation of our consolidated operating income to AOCF:

	Three Months Ended March 31, 2012	2011	$ change	% change
Operating income	$ 97,039	$ 70,679	$ 26,360	37%
Share-based compensation expense	3,583	3,977	(394)	(10)
Restructuring credit	(3)	(34)	31	(91)
Depreciation and amortization	25,051	24,926	125	1
Consolidated AOCF	$ 125,670	$ 99,548	$ 26,122	26%

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National Networks Segment Results

The following table sets forth our National Networks segment results for the periods indicated.

	Three Months Ended March 31, 2012		2011			
	Amount	% of Revenues, net	Amount	% of Revenues, net	$ change	% change
Revenues, net	$ 304,223	100%	$ 251,845	100%	$ 52,378	21%
Technical and operating (excluding depreciation and amortization)	90,084	30	75,894	30	14,190	19
Selling, general and administrative	83,616	27	72,745	29	10,871	15
Depreciation and amortization	21,305	7	21,311	8	(6)	
Operating income	$ 109,218	36%	$ 81,895	33%	$ 27,323	33%

The following is a reconciliation of our National Networks segment operating income to AOCF:

	Three Months Ended March 31, 2012	2011	$ change	% change
Operating income	$ 109,218	$ 81,895	$ 27,323	33%
Share-based compensation expense	2,849	3,150	(301)	(10)
Depreciation and amortization	21,305	21,311	(6)	
AOCF	$ 133,372	$ 106,356	$ 27,016	25%

International and Other Segment Results

The following table sets forth our International and Other segment results for the periods indicated.

	Three Months Ended March 31, 2012		2011			
	Amount	% of Revenues, net	Amount	% of Revenues, net	$ change	% change
Revenues, net	$ 26,346	100%	$ 25,381	100%	$ 965	4%
Technical and operating (excluding depreciation and amortization)	19,595	74	18,965	75	630	3
Selling, general and administrative	15,692	60	14,347	57	1,345	9
Restructuring credit	(3)		(34)		31	(91)
Depreciation and amortization	3,746	14	3,615	14	131	4
Operating loss	$ (12,684)	(48)%	$ (11,512)	(45)%	$ (1,172)	10%

The following is a reconciliation of our International and Other segment operating loss to AOCF deficit:

	Three Months Ended March 31,			
	2012	2011	$ change	% change
Operating loss	$ (12,684)	$ (11,512)	$ (1,172)	10%
Share-based compensation expense	734	827	(93)	(11)
Restructuring credit	(3)	(34)	31	(91)
Depreciation and amortization	3,746	3,615	131	4
AOCF deficit	$ (8,207)	$ (7,104)	$ (1,103)	16%

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Revenues, net

Revenues, net increased $53,336 to $326,239 for the three months ended March 31, 2012 as compared to the three months ended March 31, 2011. The net increase by segment was as follows:

	Three Months Ended March 31,					
	2012	% of total	2011	% of total	$ change	% change
National Networks	$ 304,223	93%	$ 251,845	92%	$ 52,378	21%
International and other	26,346	8	25,381	9	965	4
Inter-segment eliminations	(4,330)	(1)	(4,323)	(2)	(7)	
Consolidated revenues, net	$ 326,239	100%	$ 272,903	100%	$ 53,336	20%

National Networks

The increase in National Networks revenues, net is attributable to the following:

- Advertising revenues increased $29,614 primarily at AMC resulting from higher ratings, higher pricing per unit sold due to an increased demand for our programming by advertisers and an increased number of original programming series, led by *The Walking Dead*, as compared to no original programming series on AMC during the three months ended March 31, 2011; and

- Affiliation fee and other revenues increased $22,764 due to an increase in affiliation fee revenues of $11,366, primarily attributable to an increase in rates, including the impact of lower amortization of deferred carriage fees and an increase in other revenues of $11,398 due primarily to increased international, digital distribution and home video revenues derived from licensing our National Networks programming.

Our advertising revenues are more variable than affiliation fee revenues because virtually all of our advertising is sold on a short-term basis. Our arrangements with advertisers provide for a set number of advertising units to air over a specific period of time at a negotiated price per unit and in certain advertising arrangements, we guarantee specified viewer ratings. If these guaranteed viewer ratings are not met, we are generally required to provide additional advertising units to the advertiser, resulting in revenue being deferred until such time as the guarantee has been met. Most of our advertising revenues vary based on the timing of our original programming series premieres and the popularity of our programming as measured by Nielsen. Due to this variability, the increase in advertising revenues at AMC for the three months ended March 31, 2012 as compared to the same period in 2011 is not necessarily indicative of what we expect for the remainder of 2012.

Affiliation fee revenues are generally based on a per subscriber fee under multi-year affiliation agreements, which generally provide for annual affiliation rate increases. The specific affiliation fee revenues we earn vary from period to period, distributor to distributor and also vary among our networks, but are generally based upon the number of each distributor s subscribers who receive our programming. The terms of certain other affiliation agreements provide that the affiliation fee revenues we earn are a fixed contractual monthly fee. Changes in our licensing and digital distribution revenues are dependent upon the amount of programming content made available for distribution by the licensee and fluctuate quarterly depending on the dates such programming is made available for distribution to the licensee.

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The following table presents certain subscriber information at March 31, 2012, December 31, 2011 and March 31, 2011:

	Estimated Domestic Subscribers (in thousands)		
	March 31, 2012	December 31, 2011	March 31, 2011
National Programming Networks:			
AMC(1)	96,400	96,300	96,800
WE tv(1)	76,500	76,100	77,000
IFC(1)	66,100	65,300	62,200
Sundance Channel(2)	42,400	42,100	40,100

(1) Estimated U.S. subscribers as measured by Nielsen.
(2) Subscriber counts are based on internal management reports and represent viewing subscribers.

The Company believes the WE tv, IFC and Sundance Channel programming services would benefit from increased distribution, especially on the digital tiers of cable television distributors as digital penetration increases, and increased advertising/sponsorship revenues as cable networks, including advertiser-supported niche programming networks (such as WE tv and IFC), attract a greater advertising market share. These increases could potentially be offset by lower net effective rates per viewing subscriber for our programming services due to the consolidation of distributors. Opportunities are more limited for increases in distribution in the U.S. for our substantially fully penetrated AMC programming service. Changes in the viewership ratings of our AMC, WE tv and IFC programming services may also significantly affect future advertising revenues. Since AMC and WE tv did not have any significant negative tiering changes or lose any significant affiliate relationships during the relevant periods, we believe that the decline in AMC and WE tv subscribers shown as of March 31, 2012 as compared to March 31, 2011 may reflect the impact of changes in the Nielsen sample and the decline in the Nielsen total universe estimate.

In April 2012, DISH Network, LLC (DISH Network) notified us of its intention to terminate carriage of Sundance Channel effective May 20, 2012 and, in May 2012, DISH Network further notified us of its intention to terminate carriage of our other national networks, AMC, WE tv and IFC, effective July 1, 2012. We believe that Dish Network s notification of termination of carriage of our national networks is directly related to the ongoing litigation between DISH Network and VOOM HD (see Note 7, Commitments and Contingencies in the unaudited consolidated financial statements as of March 31, 2012 included elsewhere herein). We expect that any resolution of DISH Networks carriage of any or all of our national networks will be significantly impacted by what occurs in connection with the litigation with DISH Network and therefore it is unclear whether or when we and DISH Network will reach an agreement on new affiliation agreements. The financial impact on us will depend on several factors, including the length of time our networks are not carried on DISH Network s platform, and may be material to our revenues, net, operating income and AOCF.

International and Other

The increase in International and Other revenues, net is attributable to the following:

Increase of $1,702 primarily related to increased theatrical and home video distribution revenue at IFC Films and increased foreign affiliation fee revenues from our international distribution of Sundance and WE tv channels due to expanded distribution in Asia and Europe, partially offset by decreased transmission revenue at AMC Networks Broadcasting & Technology due to the expiration of certain agreements; and

Decrease of $737 primarily related to lower foreign affiliation fee revenues at VOOM HD due to ceasing distribution of the Rush HD channel in Europe in April 2011.

Technical and operating expense (excluding depreciation and amortization)

The components of technical and operating expense primarily include the amortization of program rights, such as those for feature films and non-film programming, participation and residual costs, distribution and production related costs and program operating costs, such as origination, transmission, uplinking and encryption.

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Technical and operating expenses (excluding depreciation and amortization) increased $14,519 to $104,930 for the three months ended March 31, 2012 as compared to the three months ended March 31, 2011. The net increase by segment was as follows:

	Three Months Ended March 31,			
	2012	**2011**	**$ change**	**% change**
National Networks	$ 90,084	$ 75,894	$ 14,190	19%
International and Other	19,595	18,965	630	3
Inter-segment eliminations	(4,749)	(4,448)	(301)	7
Total	$ 104,930	$ 90,411	$ 14,519	16%
Percentage of revenues, net	32%	33%		

National Networks

The increase in the National Networks segment consists of $15,286 for the increased amortization of program rights primarily at AMC and WE tv, partially offset by a decrease of $1,096 for programming related costs. There may be significant changes in the level of our technical and operating expenses due to content acquisition and/or original programming costs and/or the impact of management s periodic assessment of programming usefulness. As additional competition for programming increases from programming services and alternate distribution technologies continue to develop in the industry, costs for content acquisition and original programming may increase. As we continue to increase our investment in original programming, we expect the amortization of programming rights to increase for the remainder of 2012.

International and Other

The increase in the International and Other segment (excluding VOOM HD) consists of $1,580 related to programming costs of AMC/Sundance Channel Global services. In addition, transmission and programming related expenses increased $1,068 primarily at AMC/Sundance Channel Global due to increased distribution in Asia and Europe, partially offset by a decrease in transmission expenses at AMC Networks Broadcasting & Technology due to a reduction in revenue. Programming costs at VOOM HD decreased $2,018 resulting primarily from ceasing distribution of the Rush HD channel in Europe in April 2011.

Selling, general and administrative expense

The components of selling, general and administrative expense primarily include sales, marketing and advertising expenses, administrative costs and costs of facilities.

Selling, general and administrative expenses increased $12,301 to $99,222 for the three months ended March 31, 2012 as compared to the three months ended March 31, 2011. The net increase by segment was as follows:

	Three Months Ended March 31,			
	2012	**2011**	**$ change**	**% change**
National Networks	$ 83,616	$ 72,745	$ 10,871	15%
International and Other	15,692	14,347	1,345	9
Inter-segment eliminations	(86)	(171)	85	(50)
Total	$ 99,222	$ 86,921	$ 12,301	14%
Percentage of revenues, net	30%	32%		

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National Networks

The increase in the National Networks segment consists of an increase of $16,678 for sales and marketing expenses principally due to a higher number of original programming series during the three months ended March 31, 2012 as well as a net increase in other general and administrative costs of $1,531 primarily due to higher employee related expenses and costs incurred in connection with becoming a stand-alone public company net of a reduction of corporate allocations from Cablevision following the Distribution. These increases were partially offset by a reduction of $6,740 in management fees as well as a decrease of $598 in share-based compensation expense and expenses relating to long-term incentive plans.

Prior to the Distribution, pursuant to a consulting agreement with Cablevision, we paid a management fee calculated based on certain subsidiaries gross revenues (as defined under the terms of the consulting agreement) on a monthly basis. We terminated the consulting agreement on the Distribution date and did not replace it.

There may be significant changes in the level of our selling, general and administrative expenses from quarter to quarter and year to year due to the timing of promotion and marketing of original programming.

International and Other

The increase in the International and Other segment consists of an increase of $2,791 for selling, marketing and advertising costs primarily at IFC Films due to increased spending on titles being distributed and a net increase of $646 for general and administrative costs incurred in connection with becoming a stand-alone public company, net of a reduction of corporate allocations from Cablevision following the Distribution. Such increases are partially offset by a decrease of $2,003 related to VOOM HD due primarily to lower legal fees and other related costs and expenses in connection with the DISH Network contract dispute and a decrease in share-based compensation expense and expenses relating to long-term incentive plans of $89.

Depreciation and amortization

Depreciation and amortization increased $125 to $25,051 for the three months ended March 31, 2012 as compared to the three months ended March 31, 2011. The change by segment was as follows:

	Three Months Ended March 31,			
	2012	2011	$ change	% change
National Networks	$ 21,305	$ 21,311	$ (6)	(0)%
International and Other	3,746	3,615	131	4
	$ 25,051	$ 24,926	$ 125	1%

AOCF

AOCF increased $26,122 for the three months ended March 31, 2012 as compared to the three months ended March 31, 2011. The net increase by segment was as follows:

	Three Months Ended March 31,			
	2012	2011	$ change	% change
National Networks	$ 133,372	$ 106,356	$ 27,016	25%
International and Other	(8,207)	(7,104)	(1,103)	16
Inter-segment eliminations	505	296	209	71

AOCF	$ 125,670	$ 99,548	$ 26,122	26%

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National Networks AOCF increased due to an increase in revenues, net of $52,378 and a decrease in management fees, partially offset by an increase in technical and operating expenses resulting primarily from an increase in amortization of program rights expense and marketing expense due to the increase in the number of original programming premieres.

International and Other AOCF deficit increased due primarily to an increase in programming and transmission related costs and selling costs at AMC/Sundance Channel Global, partially offset by a decrease in legal fees and other costs in connection with the DISH Network contract dispute and an increase in revenues, net.

Interest expense, net

The increase in interest expense, net for the three months ended March 31, 2012 as compared to the three months ended March 31, 2011 is attributable to the following:

Indebtedness incurred in connection with the Distribution	$ 27,272
Repayment of the RNS senior notes in May 2011 and the RNS credit facility and the RNS senior subordinated notes in June 2011	(17,901)
Interest rate swap contracts	2,114
Decrease in interest income	352
Other	(38)
	$ 11,799

Write-off of deferred financing costs

In connection with the $50,000 voluntary prepayment of our Term A Facility (as defined below), deferred financing costs of $312 were written off in the three months ended March 31, 2012.

Income tax expense

For the three months ended March 31, 2012, income tax expense attributable to continuing operations was $23,970, representing an effective tax rate of 36%. The effective tax rate differs from the federal statutory rate of 35% due primarily to state income tax expense of $1,354, tax expense of $764 related to uncertain tax positions, including accrued interest, partially offset by a tax benefit of $2,015 resulting from a decrease in the valuation allowance with regard to certain local income tax credit carry forwards. We expect our effective tax rate to be approximately 39% in future quarters.

For the three months ended March 31, 2011, income tax expense attributable to continuing operations was $23,136, representing an effective tax rate of 44%. The effective tax rate differs from the federal statutory rate of 35% due primarily to state income tax expense of $2,803, tax expense of $1,523 related to uncertain tax positions, including accrued interest and tax expense of $385 resulting from an increase in the valuation allowance with regard to certain local income tax credit carry forwards.

Income from discontinued operations

Income from discontinued operations, net of income taxes, for the three months ended March 31, 2012 and 2011 consists of receipts related to the sale of the Lifeskool and Sportskool video-on-demand services in September and October 2008, respectively, which were recorded under the installment sales method.

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Year Ended December 31, 2011 Compared to Year Ended December 31, 2010

The following table sets forth our consolidated results of operations for the periods indicated.

	For the years ended December 31, 2011 Amount	2011 % of Revenues, net	2010 Amount	2010 % of Revenues, net	$ change	% change
Revenues, net	$ 1,187,741	100%	$ 1,078,300	100%	$ 109,441	10%
Operating expenses:						
Technical and operating (excluding depreciation and amortization)	425,961	36	366,093	34	59,868	16
Selling, general and administrative	335,656	28	328,134	30	7,522	2
Restructuring credit	(240)		(2,218)		1,978	(89)
Depreciation and amortization	99,848	8	106,455	10	(6,607)	(6)
Total operating expenses	861,225	73	798,464	74	62,761	8
Operating income	326,516	27	279,836	26	46,680	17
Other income (expense):						
Interest expense, net	(94,796)	(8)	(73,412)	(7)	(21,384)	29
Write-off of deferred financing costs	(6,247)	(1)			(6,247)	
Loss on extinguishment of debt	(14,726)	(1)			(14,726)	
Miscellaneous, net	(137)		(162)		25	(15)
Total other income (expense)	(115,906)	(10)	(73,574)	(7)	(42,332)	58
Income from continuing operations before income taxes	210,610	18	206,262	19	4,348	2
Income tax expense	(84,248)	(7)	(88,073)	(8)	3,825	(4)
Income from continuing operations	126,362	11	118,189	11	8,173	7
Income (loss) from discontinued operations, net of income taxes	92		(38,090)	(4)	38,182	(100)
Net Income	$ 126,454	11%	$ 80,099	7%	$ 46,355	58%

The following is a reconciliation of our consolidated operating income to AOCF:

	For the years ended December 31, 2011	2010	$ change	% change
Operating income	$ 326,516	$ 279,836	$ 46,680	17%
Share-based compensation expense	15,589	17,206	(1,617)	(9)
Restructuring credit	(240)	(2,218)	1,978	(89)
Depreciation and amortization	99,848	106,455	(6,607)	(6)
AOCF	$ 441,713	$ 401,279	$ 40,434	10%

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National Networks Segment Results

The following table sets forth our National Network segment results for the periods indicated.

	For the years ended December 31, 2011 Amount	2011 % of Revenues, net	2010 Amount	2010 % of Revenues, net	$ change	% change
Revenues, net	$ 1,082,358	100%	$ 994,573	100%	$ 87,785	9%
Technical and operating (excluding depreciation and amortization)	366,998	34	317,819	32	49,179	15
Selling, general and administrative	280,387	26	271,494	27	8,893	3
Depreciation and amortization	85,701	8	92,735	9	(7,034)	(8)
Operating income	$ 349,272	32%	$ 312,525	31%	$ 36,747	12%

The following is a reconciliation of our National Networks segment operating income to AOCF:

	For the years ended December 31, 2011	2010	$ change	% change
Operating income	$ 349,272	$ 312,525	$ 36,747	12%
Share-based compensation expense	12,582	13,791	(1,209)	(9)
Depreciation and amortization	85,701	92,735	(7,034)	(8)
AOCF	$ 447,555	$ 419,051	$ 28,504	7%

International and Other Segment Results

The following table sets forth our International and Other segment results for the periods indicated.

	For the years ended December 31, 2011 Amount	2011 % of Revenues, net	2010 Amount	2010 % of Revenues, net	$ change	% change
Revenues, net	$ 125,573	100%	$ 104,499	100%	$ 21,074	20%
Technical and operating (excluding depreciation and amortization)	77,485	62	65,635	63	11,850	18
Selling, general and administrative	56,071	45	56,965	55	(894)	(2)
Restructuring credit	(240)		(2,218)	(2)	1,978	(89)
Depreciation and amortization	14,147	11	13,720	13	427	3
Operating loss	$ (21,890)	(17)%	$ (29,603)	(28)%	$ 7,713	(26)%

The following is a reconciliation of our International and Other segment operating loss to AOCF deficit:

	For the years ended December 31, 2011	2010	$ change	% change
Operating loss	$ (21,890)	$ (29,603)	$ 7,713	(26)%
Share-based compensation expense	3,007	3,415	(408)	(12)
Restructuring credit	(240)	(2,218)	1,978	(89)
Depreciation and amortization	14,147	13,720	427	3
AOCF deficit	$ (4,976)	$ (14,686)	$ 9,710	(66)%

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Revenues, net

Revenues, net increased $109,441 to $1,187,741 for the year ended December 31, 2011 as compared to the year ended December 31, 2010. The net increase by segment was as follows:

	For the years ended December 31,					
	2011	% of total	2010	% of total	$ change	% change
National Networks	$ 1,082,358	91%	$ 994,573	92%	$ 87,785	9%
International and other	125,573	11	104,499	10	21,074	20
Inter-segment eliminations	(20,190)	(2)	(20,772)	(2)	582	(3)
Consolidated revenues, net	$ 1,187,741	100%	$ 1,078,300	100%	$ 109,441	10%

National Networks

The increase in National Networks revenues, net is attributable to the following:

Advertising revenues primarily at AMC resulting from higher ratings and higher pricing per unit sold due to an increased demand for our programming by advertisers, and to a lesser extent increases in advertising revenue at IFC and WE tv. Prior to December 2010, IFC principally sold sponsorships, but since then it migrated to a traditional advertising sales model	$ 49,830
Affiliation fee and other revenues increased primarily due to an increase in affiliation fee revenues of $26,247, which includes a contractual adjustment from a distributor, and an increase in other revenues of $11,708 due primarily to increased digital distribution revenues derived from licensing our programming	37,955
	$ 87,785

Affiliation fee revenues are generally based on a per-subscriber fee under multi-year affiliation agreements, which generally provide for annual affiliation rate increases. The specific affiliation fee revenues we earn vary from period to period, distributor to distributor and also vary among our networks, but are generally based upon the number of each distributor s subscribers who receive our programming. The terms of certain other affiliation agreements provide that the affiliation fee revenues we earn are a fixed contractual monthly fee. Changes in our digital distribution revenue are dependent upon the amount of programming content made available for distribution by the licensee and fluctuates quarterly depending on the dates such programming is made available for distribution to the licensee.

Our advertising revenues are more variable than affiliation fee revenues because the majority of our advertising is sold on a short-term basis. Our advertising arrangements with advertisers provide for a set number of advertising units to air over a specific period of time at a negotiated price per unit and in certain advertising arrangements, guarantee specified viewer ratings. If these guaranteed viewer ratings are not met, we are generally required to provide additional advertising units to the advertiser, resulting in revenue being deferred until such time as the guarantee has been met. Most of our advertising revenues vary based on the popularity of our programming as measured by Nielsen.

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The following table presents certain subscriber information at December 31, 2011 and December 31, 2010:

	Estimated Domestic Subscribers	
	December 31, 2011	December 31, 2010
National Programming Networks:		
AMC(1)	96,300	96,400
WE tv(1)	76,100	76,800
IFC(1)	65,300	62,700
Sundance Channel(2)	42,100	39,900

(1) Estimated U.S. subscribers as measured by Nielsen.
(2) Subscriber counts are based on internal management reports and represent viewing subscribers.

The Company believes the WE tv, IFC and Sundance Channel programming services may benefit from increased distribution, especially on the digital tiers of cable television distributors as digital penetration increases, and increased advertising/sponsorship revenues as cable networks, including advertiser-supported niche programming networks (such as WE tv and IFC), attract a greater advertising market share. These increases could potentially be offset by lower net effective rates per viewing subscriber for our programming services due to the consolidation of distributors. Opportunities are more limited for increases in distribution in the U.S. for our substantially fully penetrated AMC programming service. Changes in the viewership ratings of our AMC, WE tv and IFC programming services may also significantly affect future advertising revenues. We believe that the decline in AMC and WE tv subscribers shown as of December 31, 2011 as compared to December 31, 2010 may reflect the impact of changes in the Nielsen sample and the decline in the Nielsen total universe estimate, as AMC and WE tv did not have any significant negative tiering changes or lose any significant affiliate relationships during the relevant periods.

International and Other

The increase in International and Other revenues, net is attributable to the following:

Increased foreign affiliation fee revenues from the AMC Canadian distributors and our other internationally distributed channels due to increased distribution in Europe, increased digital distribution and theatrical revenue at IFC Films, and to a lesser extent, increased origination fee revenue at AMC Networks Broadcasting & Technology	$ 22,007
Lower foreign affiliation fee revenues at VOOM HD due to cessation of distribution of the Rush HD channel in Europe in April 2011	(933)
	$ 21,074

Technical and operating expense (excluding depreciation and amortization)

Technical and operating expenses (excluding depreciation and amortization) increased $59,868 to $425,961 for 2011 as compared to 2010. The net increase by segment was as follows:

	For the years ended December 31,			
	2011	2010	$ change	% change
National Networks	$ 366,998	$ 317,819	$ 49,179	15%
International and Other	77,485	65,635	11,850	18
Inter-segment eliminations	(18,522)	(17,361)	(1,161)	7
Total	$ 425,961	$ 366,093	$ 59,868	16%

Percentage of revenues, net	36%	34%

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National Networks

The increase in the National Networks segment consists of $44,597 for the amortization of program rights and series development/original programming costs and $4,582 for programming related costs. The increase in amortization of program rights and series development/original programming costs for 2011 as compared to 2010 is due primarily to increased amortization of program rights at AMC and WE tv and program rights write-offs of $18,059 primarily at AMC based on management s assessment of programming usefulness, partially offset by a decrease in development costs at AMC and decreased amortization of program rights at Sundance Channel. The increase in programming-related costs resulted principally from increased editing and formatting/commercial insertion related costs.

There may be significant changes in the level of our technical and operating expenses from quarter to quarter and/or changes from year to year due to content acquisition and/or original programming costs and/or the impact of management s periodic assessment of programming usefulness. As additional competition for programming increases from programming services and alternate distribution technologies continue to develop in the industry, costs for content acquisition and/or original programming may increase.

International and Other

The increase in the International and Other segment (excluding VOOM) consists of $10,455 related to programming costs of AMC/Sundance Channel Global services and content acquisition and participation costs at IFC Films. In addition, transmission and programming related expenses increased $2,840 primarily at AMC/Sundance Channel Global due to increased distribution in Europe. Programming costs at VOOM HD decreased $1,445 resulting primarily from ceasing distribution of the Rush HD channel in Europe in April 2011.

Selling, general and administrative expense

Selling, general and administrative expenses increased $7,522 to $335,656 for 2011 as compared to 2010. The net increase by segment was as follows:

	For the years ended December 31,			
	2011	2010	$ change	% change
National Networks	$ 280,387	$ 271,494	$ 8,893	3%
International and Other	56,071	56,965	(894)	(2)
Inter-segment eliminations	(802)	(325)	(477)	147
Total	$ 335,656	$ 328,134	$ 7,522	2%
Percentage of revenues, net	28%	30%		

National Networks

The increase in the National Networks segment consists of $17,080 of sales and marketing expenses related to a higher number of original programming premieres during 2011, increased sales related costs at IFC following the migration to an advertising sales model in December 2010 as well as a net increase in other general and administrative costs of $9,537 primarily due to employee related expenses and costs incurred with becoming a stand-alone public company. These increases were partially offset by a decrease of $5,171 in share-based compensation expense and expenses relating to long-term incentive plans as well as a reduction of corporate allocations from Cablevision, including a reduction of $12,553 in management fees.

Pursuant to a consulting agreement with Cablevision, we paid a management fee calculated based on certain subsidiaries gross revenues (as defined under the terms of the consulting agreement) on a monthly basis. We terminated the consulting agreement on the Distribution Date and did not replace it.

There may be significant changes in the level of our selling, general and administrative expenses from quarter to quarter and year to year due to the timing of promotion and marketing of original programming.

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International and Other

The decrease in the International and Other segment consists of a decrease of $6,441 related to VOOM HD due primarily to lower legal fees and other related costs and expenses in connection with the DISH Network contract dispute and a decrease in share-based compensation expense and expenses relating to long-term incentive compensation of $1,262. Such decreases are partially offset by an increase of $4,506 for selling, marketing and advertising costs primarily at IFC Films due to increased spending on titles being distributed and a net increase of $2,303 for general and administrative costs incurred in connection with becoming a stand-alone public company. The increase in general and administrative costs is net of a reduction of corporate allocations from Cablevision following the Distribution.

Restructuring credit

The restructuring credit of $240 for 2011 and $2,218 for 2010 represents primarily the negotiated reductions of contract termination costs originally recorded in 2008 following the Company s decision to discontinue funding the domestic programming of VOOM.

Depreciation and amortization

Depreciation and amortization decreased $6,607 to $99,848 for 2011 as compared to 2010. The change by segment was as follows:

	For the years ended December 31, 2011	2010	$ change	% change
National Networks	$ 85,701	$ 92,735	$ (7,034)	(8)%
International and Other	14,147	13,720	427	3
	$ 99,848	$ 106,455	$ (6,607)	(6)%

Amortization expense decreased $7,541 in 2011 as compared to 2010, which was partially offset by an increase in depreciation expense of $934. The decrease in amortization expense was due to the decrease at the National Networks segment primarily resulting from certain identifiable intangible assets of Sundance Channel becoming fully amortized in the fourth quarter of 2010.

AOCF

AOCF (deficit) increased $40,434 for 2011 as compared to 2010. The net increase by segment was as follows:

	For the years ended December 31, 2011	2010	$ change	% change
National Networks	$ 447,555	$ 419,051	$ 28,504	7%
International and Other	(4,976)	(14,686)	9,710	(66)
Inter-segment eliminations	(866)	(3,086)	2,220	(72)
AOCF	$ 441,713	$ 401,279	$ 40,434	10%

National Networks AOCF increased due to an increase in revenues, net of $87,785 and a net decrease in selling, general and administrative expenses primarily from a decrease in management fees, partially offset by an increase in technical and operating expenses resulting primarily from an increase in amortization of program rights expense and program rights write-offs, marketing expense due to the increase in the number of original programming premieres and advertising sales related costs at IFC, excluding share-based compensation, and depreciation and amortization expense, as discussed above.

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International and Other AOCF deficit decreased due primarily to an increase in revenues, net of $21,074 and a decrease in legal fees and other costs in connection with the DISH Network contract dispute, partially offset by an increase in operating expenses due primarily to increased content costs at AMC/Sundance Channel Global and IFC Films, the launch of certain services in Europe and increased selling, marketing and advertising costs primarily at IFC Films, excluding share-based compensation, and depreciation and amortization expense, as discussed above.

Interest expense, net

The net increase in interest expense, net from 2010 to 2011 is attributable to the following:

Indebtedness incurred in connection with the Distribution	$ 48,230
Repayment of the Rainbow National Services LLC (RNS) senior notes in May 2011 and the RNS credit facility and the RNS senior subordinated notes in June 2011	(33,578)
Interest rate swap contracts	4,628
Decrease in interest income	1,314
Other	790
	$ 21,384

Write-off of deferred financing costs

The write-off of deferred financing costs of $6,247 for the year ended December 31, 2011 represents $1,186 of deferred financing costs written off in connection with the redemption of the RNS 8 3/4% senior notes in May 2011, $2,062 and $2,455 of deferred financing costs written off in connection with the repayment of the outstanding borrowings under the RNS credit facility and the RNS 10 3/8% senior subordinated notes, respectively, in June 2011 in connection with the Distribution and $544 of deferred financing costs written off associated with the voluntary prepayments of the Term A Facility (as defined below) during 2011.

Loss on extinguishment of debt

The loss on extinguishment of debt of $14,726 for the year ended December 31, 2011 represents $14,535 for the excess of the redemption price, premium paid and related fees along with accretion to principal amount over the carrying value of the $325,000 principal amount of the RNS 10 3/8% senior subordinated notes redeemed June 30, 2011 associated with the tender offer which occurred in connection with the Distribution (see below for more information) and $191 associated with the voluntary prepayments of the Term A Facility (as defined below) during 2011.

Income tax expense

Income tax expense attributable to continuing operations was $84,248 for the year ended December 31, 2011, representing an effective tax rate of 40%. The effective tax rate differs from the federal statutory rate of 35% due primarily to state income tax expense of $8,020, tax expense of $3,300 related to uncertain tax positions, including accrued interest and a tax benefit of $2,326 resulting from a decrease in the valuation allowance with regard to certain local income tax credit carry forwards. We expect our effective tax rate to be approximately 39% in future periods.

Income tax expense attributable to continuing operations was $88,073 for the year ended December 31, 2010, representing an effective tax rate of 43%. The effective tax rate differs from the federal statutory rate of 35% due primarily to a state income tax expense of $10,937, a tax expense of $1,398 resulting from an increase in the valuation allowance with regard to certain local income tax credit carry forwards, a tax expense of $1,236 for the impact of a change in the state rate used to measure deferred taxes and a tax expense of $1,890 related to uncertain tax positions, including accrued interest.

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Income (loss) from discontinued operations

Income (loss) from discontinued operations, net of income taxes, for the years ended December 31, 2011 and 2010 reflects the following items, net of related income taxes:

	For the years ended December 31, 2011	2010
Net operating results of News 12, RASCO and other entities transferred to Cablevision on December 31, 2010, net of income taxes	$	$ (38,555)
Other, net of income taxes	92	465
	$ 92	$ (38,090)

On December 31, 2010, RMH transferred its membership interests in News 12 (regional news programming services), RASCO (a cable television advertising company), and certain other businesses to wholly-owned subsidiaries of Cablevision in contemplation of the Distribution. The operating results of these transferred entities through the date of transfer have been presented in discontinued operations for the years ended December 31, 2010 and 2009 in the accompanying annual consolidated financial statements.

Year Ended December 31, 2010 Compared to Year Ended December 31, 2009

The following table sets forth our consolidated results of operations for the periods indicated.

	For the years ended December 31, 2010 Amount	% of Net Revenues	2009 Amount	% of Net Revenues	$ change	% change
Revenues, net	$ 1,078,300	100%	$ 973,644	100%	$ 104,656	11%
Operating expenses:						
Technical and operating (excluding depreciation and amortization)	366,093	34	310,365	32	55,728	18
Selling, general and administrative	328,134	30	313,904	32	14,230	5
Restructuring (credit) expense	(2,218)		5,162	1	(7,380)	(143)
Depreciation and amortization	106,455	10	106,504	11	(49)	
Total operating expenses	798,464	74	735,935	76	62,529	8
Operating income	279,836	26	237,709	24	42,127	18
Other income (expense):						
Interest expense, net	(73,412)	(7)	(78,942)	(8)	5,530	(7)
Miscellaneous, net	(162)		187		(349)	(187)
Total other income (expense)	(73,574)	(7)	(78,755)	(8)	5,181	(7)
Income from continuing operations before income taxes	206,262	19	158,954	16	47,308	30
Income tax expense	(88,073)	(8)	(70,407)	(7)	(17,666)	25
Income from continuing operations	118,189	11	88,547	9	29,642	33

Loss from discontinued operations, net of income taxes	(38,090)	(4)	(34,791)	(4)	(3,299)	9
Net Income	$ 80,099	7%	$ 53,756	6%	$ 26,343	49%

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The following is a reconciliation of our consolidated operating income to AOCF:

	For the years ended December 31, 2010	2009	$ change	% change
Operating income	$ 279,836	$ 237,709	$ 42,127	18%
Share-based compensation expense	17,206	14,723	2,483	17
Restructuring (credit) expense	(2,218)	5,162	(7,380)	(143)
Depreciation and amortization	106,455	106,504	(49)	
AOCF	$ 401,279	$ 364,098	$ 37,181	10%

National Networks segment results

The following table sets forth our National Networks segment results for the periods indicated.

	For the years ended December 31, 2010 Amount	% of Revenues, net	2009 Amount	% of Revenues, net	$ change	% change
Revenues, net	$ 994,573	100%	$ 896,493	100%	$ 98,080	11%
Technical and operating (excluding depreciation and amortization)	317,819	32	272,329	30	45,490	17
Selling, general and administrative	271,494	27	255,745	29	15,749	6
Depreciation and amortization	92,735	9	89,603	10	3,132	3
Operating income	$ 312,525	31%	$ 278,816	31%	$ 33,709	12%

The following is a reconciliation of our National Networks segment operating income to AOCF:

	For the years ended December 31, 2010	2009	$ change	% change
Operating income	$ 312,525	$ 278,816	$ 33,709	12%
Share-based compensation expense	13,791	12,405	1,386	11
Depreciation and amortization	92,735	89,603	3,132	3
AOCF	$ 419,051	$ 380,824	$ 38,227	10%

International and Other segment results

The following table sets forth our International and Other segment results for the periods indicated.

	For the years ended December 31, 2010	2009

	Amount	% of Revenues, net	Amount	% of Revenues, net	$ change	% change
Revenues, net	$ 104,499	100%	$ 95,921	100%	$ 8,578	9%
Technical and operating (excluding depreciation and amortization)	65,635	63	53,725	56	11,910	22
Selling, general and administrative	56,965	55	58,067	61	(1,102)	(2)
Restructuring (credit) expense	(2,218)	(2)	5,162	5	(7,380)	(143)
Depreciation and amortization	13,720	13	16,901	18	(3,181)	(19)
Operating loss	$ (29,603)	(28)%	$ (37,934)	(40)%	$ 8,331	(22)%

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The following is a reconciliation of our International and Other segment operating loss to AOCF deficit:

	For the years ended December 31, 2010	2009	$ change	% change
Operating loss	$ (29,603)	$ (37,934)	$ 8,331	(22)%
Share-based compensation expense	3,415	2,318	1,097	47
Restructuring (credit) expense	(2,218)	5,162	(7,380)	(143)
Depreciation and amortization	13,720	16,901	(3,181)	(19)
AOCF deficit	$ (14,686)	$ (13,553)	$ (1,133)	8%

Revenues, net

Revenues, net increased $104,656 to $1,078,300 for the year ended December 31, 2010 as compared to the year ended December 31, 2009. The net increase by segment was as follows:

	For the years ended December 31, 2010	% of total	2009	% of total	$ change	% change
National Networks	$ 994,573	92%	$ 896,493	92%	$ 98,080	11%
International and other	104,499	10	95,921	10	8,578	9
Inter-segment eliminations	(20,772)	(2)	(18,770)	(2)	(2,002)	11
Consolidated revenues, net	$ 1,078,300	100%	$ 973,644	100%	$ 104,656	11%

National Networks

The increase in National Networks revenues, net is attributable to the following:

Advertising revenues increased primarily at AMC and WE tv resulting from higher pricing per unit sold due to an increased demand for our programming by advertisers, and to a lesser extent sponsorship increases at IFC and Sundance Channel due to an increased demand for our programming by sponsors	$ 56,333
Affiliation fee and other revenues increased primarily at AMC and WE tv and, to a lesser extent IFC and Sundance Channel, resulting from increases in affiliation rates and subscribers (see below). In addition, other revenues increased from foreign licensing revenues and digital distribution revenues primarily at AMC derived from sales of our programming	41,747
	$ 98,080

Affiliation fee revenues are generally based on a per subscriber fee under multi-year affiliation agreements, which generally provide for annual affiliation rate increases. The specific affiliation fee revenues we earn vary from period to period, distributor to distributor and also vary among our networks, but are generally based upon the number of each distributor s subscribers who receive our programming. The terms of certain affiliation agreements provide that the affiliation fee revenues we earn are a fixed contractual monthly fee. Our advertising revenues are more variable than affiliation fee revenues because virtually all of our advertising is sold on a short-term basis. Our advertising arrangements with advertisers provide for a set number of advertising units to air over a specific period of time at a negotiated price per unit and in certain advertising arrangements, guarantee specified viewer ratings. If these guaranteed viewer ratings are not met, we are generally required to provide additional advertising units to the advertiser, resulting in revenue being deferred until such time as the guarantee has been met. Most of our advertising revenues vary based on the popularity of our programming as measured by Nielsen.

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The following table presents certain subscriber information at December 31, 2010 and 2009:

	Estimated Domestic Subscribers	
	December 31, 2010	December 31, 2009
National Programming Networks:		
AMC(1)	96,400	95,200
WE tv(1)	76,800	74,900
IFC(1)	62,700	60,400
Sundance Channel(2)	39,900	37,900

(1) Estimated U.S. subscribers as measured by Nielsen.
(2) Subscriber counts are based on internal management reports and represent viewing subscribers.

International and Other

The increase in International and Other revenues, net is attributable to the following:

Affiliation fee and other revenues increased $10,917 principally from an increase in foreign affiliation fee revenues from the AMC Canadian distribution channel due to strengthening of the Canadian dollar (affiliation agreements with Canadian distributors are primarily denominated in Canadian dollars) as well as an increase in subscribers and the number of Canadian distributors who carry the service and, to a lesser extent, increased film distribution revenues of IFC Films due to an increased number of titles being distributed and increased affiliation revenues of our other international distribution channels. In addition, other revenues increased $1,209 due to increased foreign licensing revenue and digital distribution revenue of IFC Films, partially offset by a decrease in origination fee revenue at AMC Networks Broadcasting & Technology due to the termination of the Fox Sports Florida transmission agreement in November 2009	$ 12,126
A decrease in revenues, net due to the shutdown of the domestic programming of VOOM in January 2009 and VOOM s lower foreign distribution revenue	(3,548)
	$ 8,578

Technical and operating expense (excluding depreciation and amortization)

Technical and operating expenses (excluding depreciation and amortization) increased $55,728 to $366,093 for 2010 as compared to 2009. The net increase by segment was as follows:

	For the years ended December 31,			
	2010	2009	$ change	% change
National Networks	$ 317,819	$ 272,329	$ 45,490	17%
International and Other	65,635	53,725	11,910	22
Inter-segment eliminations	(17,361)	(15,689)	(1,672)	11
Total	$ 366,093	$ 310,365	$ 55,728	18%
Percentage of revenues, net	34%	32%		

National Networks

Technical and operating expenses increased $45,490. Amortization of program rights and series development/original programming costs increased $40,052 due primarily to increased amortization of program rights at AMC and, to a lesser extent, increased amortization of program rights at WE tv and IFC. In addition, programming-related costs increased $5,438 resulting principally from increased presentation and formatting/commercial insertion related costs.

International and Other

The International and Other segment increased $11,910 due to $9,198 of increased programming costs of certain AMC/Sundance Channel Global services as a result of launches in additional territories in Europe and Asia in 2010 and increased content acquisition costs at IFC Films due to an increased number of titles being distributed, partially offset by other decreases at AMC Networks Broadcasting & Technology. In addition, transmission and programming-related expenses increased $7,845 primarily at AMC/Sundance Channel Global as a result of launches in additional territories in Europe and Asia in 2010. These increases were partially offset by a decrease of $5,133 for programming costs at VOOM due to reduced programming offerings in 2010.

Selling, general and administrative expense

Selling, general and administrative expenses increased $14,230 to $328,134 for 2010 as compared to 2009. The net increase by segment was as follows:

	For the years ended December 31,			
	2010	**2009**	**$ change**	**% change**
National Networks	$ 271,494	$ 255,745	$ 15,749	6%
International and Other	56,965	58,067	(1,102)	(2)
Inter-segment eliminations	(325)	92	(417)	(453)
Total	$ 328,134	$ 313,904	$ 14,230	5%
Percentage of revenues, net	30%	32%		

National Networks

The increase in the National Networks segment results primarily from $8,540 of increased marketing expense related to an increase in the number of original programming premieres at AMC, partially offset by a decrease in such costs at IFC. Sales and marketing costs also increased due to an increase in advertising sale- related expenses at AMC and WE tv due to increased advertising sales revenues in 2010 compared to 2009. Share-based compensation expense and expenses relating to Cablevision s long-term incentive plans increased $3,719. In addition, management fees paid to Cablevision pursuant to a consulting agreement increased $2,738 due to the increased revenues at AMC and WE tv in 2010. The consulting agreement was terminated on the Distribution Date.

International and Other

The increase in the International and Other segment is attributable to an increase of $4,363 in selling, marketing and advertising costs at AMC/Sundance Channel Global due to increased distribution of our foreign services as a result of launches in additional territories in Europe and Asia in 2010 and at IFC Films due to an increased number of titles being distributed. Share-based compensation expense and expenses relating to Cablevision s long-term incentive plans increased $2,017. General and administrative costs primarily at AMC/Sundance Channel Global and at IFC Films increased $1,163 due to increased cost allocations among our segments. These increases were more than offset by selling, general and administrative expenses at VOOM, which decreased $9,176 due primarily to lower legal fees, costs and related expenses in connection with the DISH Network contract dispute.

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Restructuring (credit) expense

The restructuring credit of $2,218 for 2010 represents primarily the negotiated reductions of contract termination costs originally recorded in 2008 following our decision to discontinue funding the domestic programming of VOOM HD.

The restructuring expense of $5,162 for 2009 represents primarily the write-off of program rights and contract termination costs due to our decision in 2009 to discontinue funding certain international VOOM HD programming.

Depreciation and amortization

Depreciation and amortization by segment was as follows:

	For the years ended December 31,			
	2010	2009	$ change	% change
National Networks	$ 92,735	$ 89,603	$ 3,132	3%
International and Other	13,720	16,901	(3,181)	(19)
	$ 106,455	$ 106,504	$ (49)	%

The National Networks depreciation and amortization increased primarily due to an increase in amortization expense of $2,974 in 2010 as compared to 2009 primarily due to the increase in amortization resulting from a reduction in the estimated useful life of certain identifiable intangible assets acquired in connection with the acquisition of Sundance Channel in June 2008, partially offset by a decrease in amortization due to certain intangible assets of AMC, WE tv and IFC becoming fully amortized in the second quarter of 2009. Depreciation expense increased $158 in 2010 as compared to 2009.

The International and Other depreciation and amortization decreased $3,181 in 2010 as compared to 2009 due to a decrease in depreciation expense primarily related to VOOM HD, AMC Networks Broadcasting & Technology and corporate fixed assets.

AOCF

AOCF (deficit) increased $37,181 in 2010 as compared to 2009. The change by segment was as follows:

	For the years ended December 31,			
	2010	2009	$ change	% change
National Networks	$ 419,051	$ 380,824	$ 38,227	10%
International and Other	(14,686)	(13,553)	(1,133)	8
Inter-segment eliminations	(3,086)	(3,173)	87	(3)
AOCF	$ 401,279	$ 364,098	$ 37,181	10%

National Networks AOCF increased due to an increase in revenues, net of $98,080, partially offset by an increase in operating expenses resulting primarily from an increase in amortization of program rights expense and marketing expense due to the increase in the number of original programming premieres, excluding share-based compensation, and depreciation and amortization expense, as discussed above.

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International and Other AOCF deficit increased due primarily to an increase in operating expenses due primarily to the launch of certain AMC/Sundance Channel Global services and an increased number of titles being distributed by IFC Entertainment, partially offset by an increase in revenues, net, excluding share-based compensation, and depreciation and amortization expense, as discussed above.

Interest expense, net

The net decrease in interest expense, net is attributable to the following:

Loss on interest rate swap contracts, net	$ (3,237)
Lower average RNS debt balances	(1,698)
Increase in interest income	(1,552)
Interest on the promissory note with MSG repaid in March 2010	914
Higher average interest rates on RNS indebtedness	21
Other	22
	$ (5,530)

Loss on interest rate swap contracts, net was $3,237 for the year ended December 31, 2009. The interest rate swap contracts effectively fixed the borrowing rates on a substantial portion of the Company s floating rate debt to limit the exposure against the risk of rising rates. The loss on interest rate swap contracts resulted from a shift in the yield curve over the life of the swap contracts. The interest rate swap contracts matured in November 2009.

Income tax expense

Income tax expense attributable to continuing operations was $88,073 for the year ended December 31, 2010, representing an effective tax rate of 43%. The effective tax rate differs from the federal statutory rate of 35% due primarily to state income tax expense of $10,937, tax expense of $1,398 resulting from an increase in the valuation allowance with regard to certain local income tax credit carry forwards, tax expense of $1,236 for the impact of a change in the state rate used to measure deferred taxes and tax expense of $1,890, related to uncertain tax positions, including accrued interest.

Income tax expense attributable to continuing operations was $70,407 for the year ended December 31, 2009, representing an effective tax rate of 44%. The effective tax rate differs from the federal statutory rate of 35% due primarily to state income tax expense of $9,238, tax expense of $1,309 resulting from an increase in the valuation allowance with regard to certain local income tax credit carry forwards, tax expense of $638 for the impact of a change in the state rate used to measure deferred taxes and tax expense of $3,250, related to uncertain tax positions, including accrued interest.

Income (loss) from discontinued operations

Loss from discontinued operations, net of income taxes, for the years ended December 31, 2010 and 2009 reflects the following items, net of related income taxes:

	For the years ended December 31,	
	2010	2009
Net operating results of News 12, RASCO and other transferred entities, net of income taxes	$ (38,555)	$ (36,960)
Other, net of income taxes	465	2,169
	$ (38,090)	$ (34,791)

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Liquidity and Capital Resources

Overview

We generated positive net cash from operating activities for the three months ended March 31, 2012 and for each of the three years ended December 31, 2011, 2010 and 2009. However, each of our programming businesses has substantial programming acquisition and development expenditure requirements.

Sources of cash have included primarily cash flow from the operations of our businesses and borrowings under the revolving credit facilities of RNS, our indirect wholly-owned subsidiary and borrowings under the New AMC Networks Debt. As discussed below, we terminated the RNS revolving credit facilities in connection with the Distribution and replaced these facilities with a new revolving credit facility that we entered into in connection with the Distribution. Although we currently believe that amounts available under our revolving credit facility will be available when and if needed, we can provide no assurance that access to such funds will not be impacted by adverse conditions in the financial markets. The obligations of the financial institutions under our revolving credit facility are several and not joint and, as a result, a funding default by one or more institutions does not need to be made up by the others.

Cablevision is not a guarantor of, and does not otherwise have any obligations relating to, our revolving credit facilities or any of our other indebtedness (see below). During the three years ended December 31, 2011, we have serviced our debt exclusively with cash flows from our own operations or from financing sources independent of Cablevision, except in connection with the repayment of the RMH Promissory Note in March 2010, as discussed below.

Our principal uses of cash include our debt service and the acquisition and development of program rights. We continue to increase our investment in original programming, the funding of which generally occurs six to nine months in advance of a program s airing. We expect this increased investment to continue for the remainder of 2012. Our businesses do not require significant capital expenditures. As a percentage of revenues, net, capital expenditures were less than 1% for the three months ended March 31, 2012 and less than 2% for each of the three years ended December 31, 2011. In anticipation of the Distribution, commencing on January 1, 2011, we no longer funded the operations of those subsidiaries of RMH that were transferred to Cablevision on December 31, 2010.

As a result of our incurrence of the New AMC Networks Debt in connection with the Distribution, our contractual debt obligations (including capital leases) increased to $2,306,957 as of December 31, 2011 from $1,118,875 as of December 31, 2010. We believe that a combination of cash-on-hand, cash generated from operating activities and availability under our revolving credit facility will provide sufficient liquidity to service the increased principal and interest payments on our indebtedness, along with our other funding and investment requirements over the next twelve months and over the longer term. However, we do not expect to generate sufficient cash from operations to repay at maturity the entirety of the then outstanding balances of the New AMC Networks Debt. As a result, we will be dependent upon our ability to access the capital and credit markets in order to repay or refinance the outstanding balances of this indebtedness. Failure to raise sufficient amounts of funding to repay these obligations at maturity would adversely affect our business. In such a circumstance, we would need to take other actions including selling assets, seeking strategic investments from third parties or reducing other discretionary uses of cash.

Our increased amount of debt could have important consequences on our business including, but not limited to, increasing our vulnerability to general adverse economic and industry conditions, limiting the availability of our cash flow to fund future programming investments, capital expenditures, working capital, business activities and other general corporate requirements and limiting our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate.

In addition, economic or market disruptions could lead to lower demand for our services, such as lower levels of advertising. These events would adversely impact our results of operations, cash flows and financial position.

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Cash Flow Discussion

The following table is a summary of cash flows provided by (used in) continuing operations and discontinued operations for the three months ended March 31:

	2012	2011
Continuing operations:		
Cash flow provided by operating activities	$ 76,963	$ 48,436
Cash flow used in investing activities	(2,838)	(1,721)
Cash flow used in financing activities	(65,927)	(42,780)
Net increase in cash from continuing operations	8,198	3,935
Discontinued operations:		
Net increase in cash flow from discontinued operations	$ 148	$ 178

Continuing Operations

Operating Activities

Net cash provided by operating activities amounted to $76,963 for the three months ended March 31, 2012 as compared to $48,436 for the three months ended March 31, 2011. The March 31, 2012 cash provided by operating activities resulted from $162,753 of net income before depreciation and amortization and other non-cash items and a decrease in prepaid expenses and other assets of $29,046, partially offset by a decrease in cash from the payment of program rights obligations of $81,028, a decrease in accounts payable, accrued expenses and other liabilities of $31,065 and an increase of other net assets of $2,743.

The March 31, 2011 cash provided by operating activities resulted from $139,218 of net income before depreciation and amortization and other non-cash items and an increase in cash resulting from a decrease in accounts receivable, trade of $17,856, partially offset by a decrease in cash resulting from the acquisition of and payment of obligations relating to program rights totaling $63,791, deferred carriage fee payments of $2,008, a decrease in accounts payable, accrued expenses and other liabilities of $29,334, a decrease in amounts due from/to related parties, net of $12,613 and an increase in other assets of $892.

Investing Activities

Net cash used in investing activities for the three months ended March 31, 2012 and 2011 was $2,838 and $1,721, respectively, which consisted primarily of capital expenditures of $2,838 and $1,599 for the three months ended March 31, 2012 and 2011, respectively.

Financing Activities

Net cash used in financing activities amounted to $65,927 for the three months ended March 31, 2012 as compared to $42,780 for the three months ended March 31, 2011. For the three months ended March 31, 2012, financing activities consisted of repayments of credit facility debt of $51,488, treasury stock acquired from the acquisition of restricted shares of $15,937, principal payments on capital leases of $290 and payments for financing costs of $40, partially offset by proceeds from stock option exercises of $1,828.

Net cash used in financing activities amounted to $42,780 for the three months ended March 31, 2011. For the three months ended March 31, 2011, financing activities consisted of capital contributions from Cablevision of $20,813, repayment of the RNS credit facility debt of $62,500 and principal payments on capital leases of $1,093.

Discontinued Operations

The net effect of discontinued operations on cash and cash equivalents amounted to a cash inflow of $148 and $178 for the three months ended March 31, 2012 and 2011, respectively.

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The following table is a summary of cash flows provided by (used in) continuing operations and discontinued operations for the periods indicated:

	For the years ended December 31, 2011	2010	2009
Continuing operations:			
Cash flow provided by operating activities	$ 255,233	$ 265,995	$ 204,002
Cash flow used in investing activities	(15,691)	(17,157)	(13,169)
Cash flow used in financing activities	(104,057)	(148,816)	(132,474)
Net increase in cash from continuing operations	135,485	100,022	58,359
Discontinued operations:			
Net increase (decrease) in cash flow from discontinued operations	$ 391	$ (49,890)	$ (54,011)

Continuing Operations

Operating Activities

Net cash provided by operating activities amounted to $255,233 for the year ended December 31, 2011 as compared to $265,995 for the year ended December 31, 2010. The December 31, 2011 cash provided by operating activities resulted from $641,055 of net income before depreciation and amortization and other non-cash items, partially offset by a decrease in cash resulting from the acquisition of and payment of obligations relating to program rights totaling $331,438, an increase in accounts receivable, trade totaling $44,750, deferred carriage fee payments of $3,640 and an increase of other net assets of $5,994.

Net cash provided by operating activities amounted to $265,995 for the year ended December 31, 2010 compared to $204,002 for the year ended December 31, 2009. The 2010 cash provided by operating activities resulted from $571,984 of net income before depreciation and amortization and other non-cash items, a decrease in prepaid expenses and other assets of $17,388 and an increase in net other liabilities totaling $17,821 partially offset by a decrease in cash resulting from the acquisition of and payment of obligations relating to program rights totaling $301,745, an increase in accounts receivable, trade totaling $36,422 and deferred carriage fee payments of $3,031.

Net cash provided by operating activities amounted to $204,002 for the year ended December 31, 2009. The 2009 cash provided by operating activities resulted from $486,705 of net income before depreciation and amortization and other non-cash items, partially offset by the acquisition of and payment of obligations relating to program rights totaling $249,951, deferred carriage fee payments of $3,888, an increase in accounts receivable, trade totaling $27,641, and an increase in net other assets totaling $1,223.

Investing Activities

Net cash used in investing activities for the years ended December 31, 2011, 2010 and 2009 was $15,691, $17,157 and $13,169, respectively, which consisted primarily of capital expenditures of $15,371, $17,243, and $13,419 for the years ended December 31, 2011, 2010 and 2009, respectively, primarily for the purchase of technical and transmission related equipment.

Financing Activities

Net cash used in financing activities amounted to $104,057 for the year ended December 31, 2011 as compared to $148,816 for the year ended December 31, 2010. In 2011, financing activities consisted of proceeds from credit facility debt of $1,442,364 and proceeds from stock option exercises of $3,622, which was more than offset by the repayment of credit facility debt of $877,975, payments for the redemption of the RNS senior notes

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and senior subordinated notes, including tender premiums and fees of $638,365, deferred financing costs of $27,414, principal payments on capital leases of $4,612 and treasury stock acquired from the acquisition of restricted shares of $1,677.

Net cash used in financing activities amounted to $148,816 for the year ended December 31, 2010 compared to $132,474 for the year ended December 31, 2009. In 2010, financing activities consisted of capital contributions from Cablevision of $204,018, repayment of a note payable to an affiliate of Cablevision (see the discussion under RMH Promissory Note below) of $190,000, capital distributions to Cablevision of $53,754, repayment of credit facility debt of $105,000 and principal payments on capital leases of $4,080.

Net cash used in financing activities amounted to $132,474 for the year ended December 31, 2009. In 2009, financing activities consisted of net capital distributions to Cablevision of $9,440, repayment of credit facility debt of $120,000 and principal payments on capital leases of $3,034.

Discontinued Operations

The net effect of discontinued operations on cash and cash equivalents amounted to a cash inflow of $391 for the year ended December 31, 2011 and a cash outflow of $49,890 and $54,011 for the years ended December 31, 2010 and 2009, respectively.

Operating Activities