

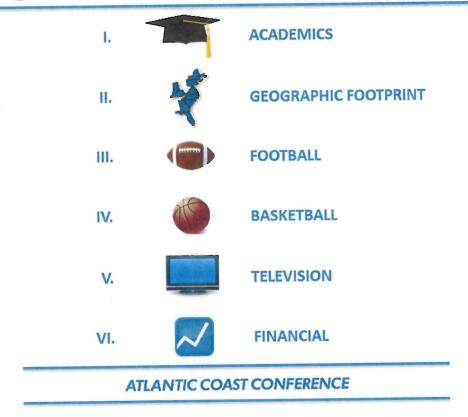
COMPETITIVE MARKET ANALYSIS

OUR ASSIGNMENT WAS TO EVALUATE THE CURRENT-DAY COMPETITIVENESS OF THE ACC AND THE LONG-TERM GROWTH OPPORTUNITIES AND POSITIONING OF THE CONFERENCE IN THE INDUSTRY

THERE IS A LOT OF MISINFORMATION IN THE MEDIA ABOUT THE BUSINESS ELEMENTS OF THE VARIOUS COLLEGIATE CONFERENCES

EXHIBIT A





FOCUSED ON THESE SIX CATEGORIES

THESE ARE THE MOST IMPORTANT CATEGORIES TO VIEW FROM A COMPETITIVE AND LONG-TERM PERSPECTIVE



COMPETITIVE MARKET ANALYSIS

CLEARLY THE ACC IS A STRONG GROUP OF ACADEMIC INSTITUTUIONS

THERE ARE SEVERAL EMPERICAL DATA SETS THAT SUPPORT THE ACC'S STRENGTH AS AN ACADEMIC CONFERENCE

WE WANTED TO FIND EXTERNAL RESOURCES THAT COULD INDEPENDENTLY VALIDATE THIS POSITION



2012 U.S. NEWS & WORLD REPORT RANKINGS

AVERAGE RANKING OF CONFERENCE MEMBER INSTITUTIONS

ACC 55.7

B1G 58.6

81.8

113.1

120.8

ATLANTIC COAST CONFERENCE

THE 2012 U.S. NEWS AND WORLD REPORT RANKINGS OF COLLEGES AND UNIVERSITIES IS AN EXTERNAL RESOURCE THAT WE REVIEWED

THE RANKINGS TOOK INTO CONSIDERATION FACTORS SUCH AS:

- INCOMING SAT SCORES
- ACCEPTANCE RATE
- RETENTION RATE
- GRADUATION RATE

THE CUMULATIVE AVERAGE RANKING OF THE ACC MEMBERS (INCLUDING NEW MEMBERS) IS THE BEST AMONG THE POWER FIVE CONFERENCES





COMPETITIVE MARKET ANALYSIS

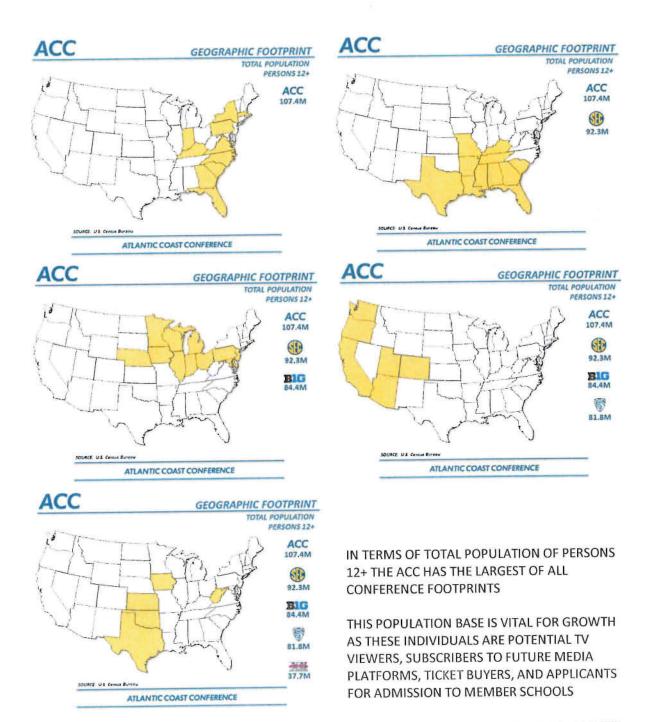
WHEN CONSIDERING BOTH CURRENT AND LONG-TERM OPPORTUNITIES, MARKET VIABILITY IS CRITICAL

IF AN ENTREPRENEUR WANTED TO START A NEW CONFERENCE AS A BUSINESS, THE ACC GEOGRAPHIC FOOTPRINT IS THE MOST VIABLE MARKET IN THE COUNTRY

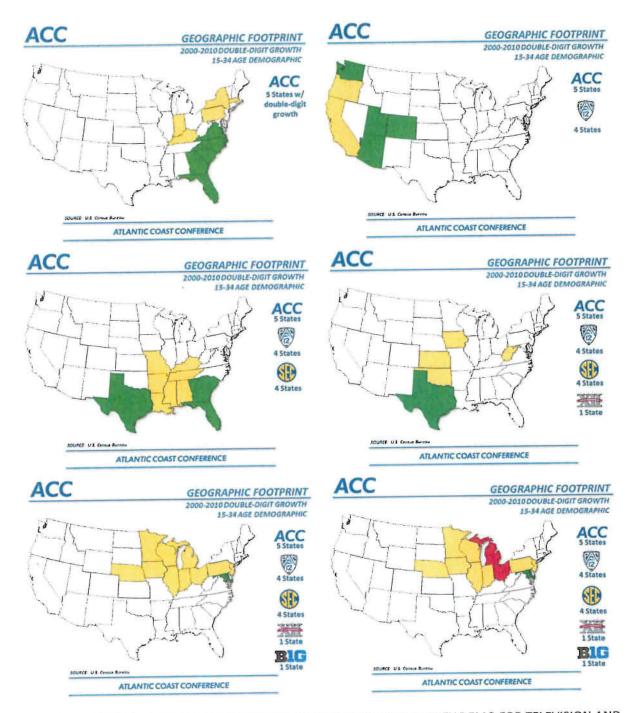
IT IS A DYNAMIC GROWTH MARKET THAT PROVIDES THE ACC SOME UNIQUE "HOME MARKET" COMPETITIVE ADVANTAGES

UNLIKE THE BIG 12 AND WEST VIRGINIA (WHERE WVU TRAVEL ISSUES ARE REQURING DISCUSSION AFTER JUST ONE YEAR), THE ACC DOES NOT HAVE AN OUTLIER

THE FOOTPRINT IS DEFINED AS THE STATES IN WHICH A CONFERENCE HAS A MEMBER



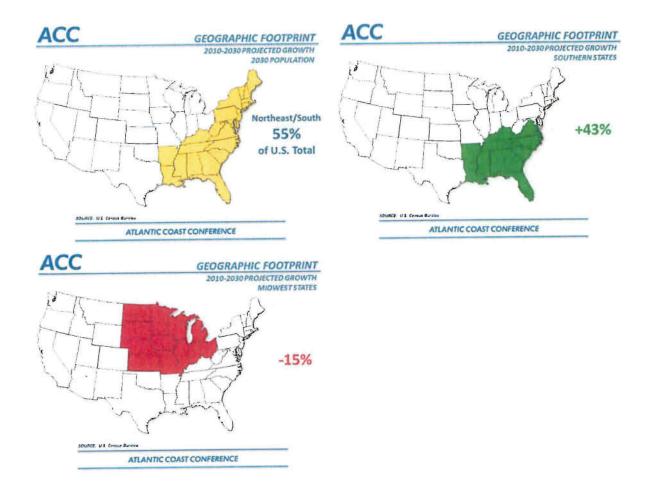
WHILE THE ACC'S LEAD IN MARKET SIZE IS CONSIDERABLE OVER EACH OF ITS PEER CONFERENCES, THE 70M DIFFERENTIAL BETWEEN THE ACC AND BIG 12 IS STAGGERING



THE 15-34 AGE DEMOGRAPHIC IS IMPORTANT TO CONSIDER. IT IS THE KEY DEMO FOR TELEVISION AND SPONSORS AND IS THE HARDEST TO REACH.

IN LOOKING AT FUTURE TREND INDICATORS, WE CONSIDERED GROWTH IN THIS KEY DEMO FROM 2000 -2010. THE ACC FOOTPRINT HAD THE MOST STATES WITH DOUBLE-DIGIT POPULATION GROWTH

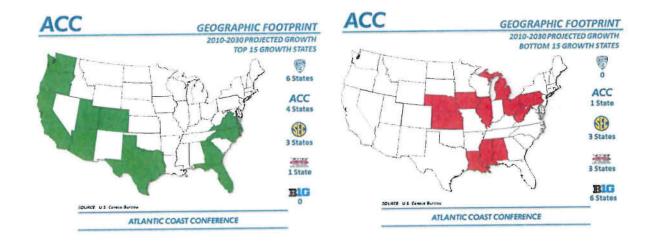
INTERESTINGLY, THE BIG TEN FOOTPRINT WOULD NOT HAVE HAD ANY STATES WITH DOUBLE DIGIT GROWTH WITHOUT MARYLAND AND IN FACT, TWO STATES LOST POPULTATION IN THIS KEY DEMO



AND THE FUTURE IS STRONG FOR THE ACC FOOTPRINT. BY 2030, 55% OF THE U.S. POPULATION IS PROJECTED TO LIVE IN THE NORTHEAST AND SOUTHERN U.S. – OVERLAPPING THE ACC FOOTPRINT

POPULATION OF THE SOUTHERN STATES IS PROJECTED TO GROW 43% BY 2030

THE SHARE OF U.S. POPULATION IN THE MIDWESTERN STATES IS PROJECTED TO DECLINE BY 15%

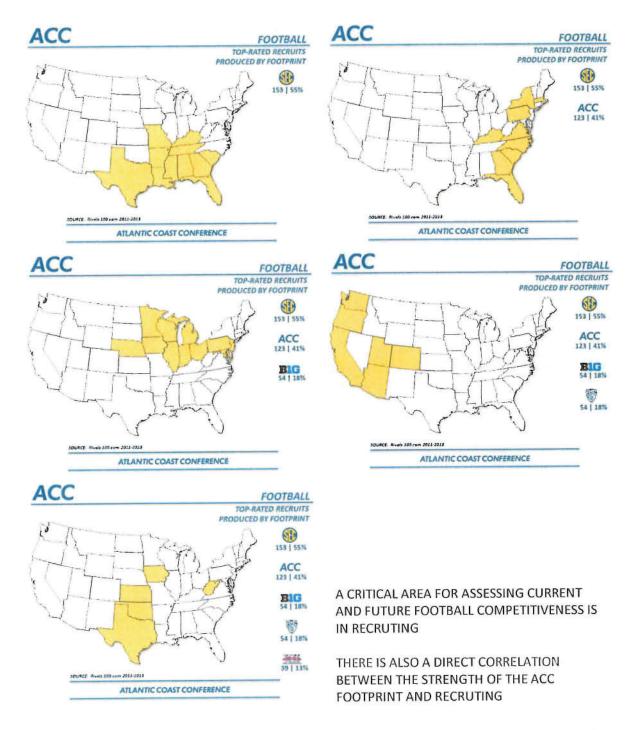


OF THE TOP 15 PROJECTED GROWTH STATES BETWEEN NOW AND 2030, FOUR ARE IN THE ACC FOOTPRINT WHILE ONLY ONE STATE IS PROJECTED IN THE BOTTOM 15 STATES FOR PROJECTED GROWTH



COMPETITIVE MARKET ANALYSIS

MEDIA REPORTS WOULD LEAD ONE TO BELIEVE THE ACC HAS LIMITED COMPETITIVE ABILITIES IN FOOTBALL. THIS CAN ONLY BE THE RESULT OF RECENT BCS RESULTS BECAUSE IT IS NOT SUPPORTED BY OTHER KEY METRICS.



USING THE RIVALS TOP 100 RECRUITING DATA THE PAST THREE YEARS, THE FOOTPRINTS OF THE ACC AND SEC PRODUCED MORE TOP RECRUTIS THAN ANY OTHER CONFERENCE FOOTPRINT BY A WIDE MARGIN

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TOP-RATED RECRUITS CONFERENCE SELECTION

ESPN TOP 150	2011 - 2013
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	TOP 150	***	兹	***	TOTAL
	162	19	350	530	899
ACC	85	7	164	572	743
BIC	57	3	163	576	742
FAN	70	2	149	485	636
	46	2	124	422	548

SOURCE: ESPN Top 150 2011-2013

ATLANTIC COAST CONFERENCE

TOP RECRUITS ARE STAYING HOME

USING A DIFFERENT RECRUITING SERVICE, THE ESPN TOP 150, FOR THE PAST THREE YEARS THE SEC AND ACC ARE TOPS IN THE CONFERENCES SIGNING THE MOST TOP RECRUITS

IF THE ACC ISN'T A COMPETITIVE FOOTBALL LEAGUE, THE DATA SUGGESTS IT ISN'T IMPACTING THE DECISION OF TOP RECRUITS



FOOTBALL
NFL DRAFT SUCCESS





30+ PLAYERS DRAFTED

SOURCE: NFL Draft Records

ATLANTIC COAST CONFERENCE

AND THOSE QUALITY RECRUITS DEVELOP INTO PROFESSIONAL CALIBER PLAYERS WHILE IN THE ACC

THE ACC AND SEC ARE THE ONLY TWO CONFERENCES TO HAVE 30 OR MORE PLAYERS SELECTED EACH YEAR IN THE NFL DRAFT FOR THE PAST EIGHT YEARS

THE ACC STILL HOLDS THE RECORD FOR THE MOST PLAYERS SELECTED IN THE FIRST ROUND OF A SINGLE DRAFT WITH 12 PLAYERS WERE SELECTED IN 2006



FOOTBALL

NON-CONFERENCE SCHEDULING vs. AP PRE-SEASON TOP 25 OPPONENTS

Year	ACC	BIG	1		1
2013	11	6	5	2	8
2012	8	3	4	*	6
2011	5	1	3	4	6
AVERAGE	8.0	3.3	4.0	3.0	6.7
TOTAL	24	10	12	6	20

SOURCE: Conference Football Schedules 2011-2013

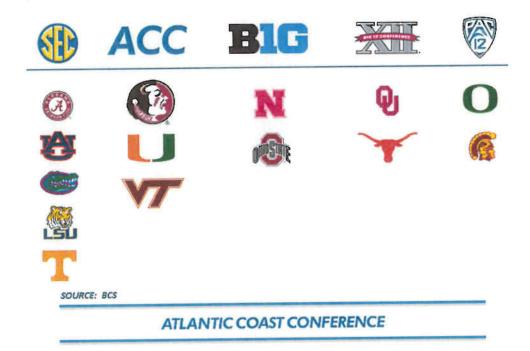
ATLANTIC COAST CONFERENCE

THERE IS MYTH AMONG SOME IN THE MEDIA THAT THE ACC DOESN'T PLAY TOUGH SCHEDULES

AN ANALYSIS OF SCHEDULES FROM THE PAST THREE YEARS INDICATES THAT THE ACC HAS SCHEDULED GAMES AGAINST MORE AP PRE-SEASON TOP 25 OPPONENTS THAN ANY OTHER CONFERENCE



CONFERENCE TEAMS APPEARING IN BCS CHAMPIONSHIP GAMES



IF BEING A FOOTBALL "POWER" IS DEFINED BY THE NUMBER OF MEMBERS THAT HAVE APPEARED IN A BCS CHAMPIONSHIP GAME, THEN THE ACC HOLDS ITS OWN AGAINST PEER CONFERENCES.

ACC MEMBERS HAVE MADE A TOTAL OF SIX CHAMPIONSHIP GAME APPEARANCES, SECOND ONLY TO THE SEC

FOOTBALL HAS HISTORICALLY BEEN CYCLICAL

FOR FIVE CONSECUTIVE YEARS, AN ACC MEMBER APPEARED IN THE BCS CHAMPIONSHIP GAME, THE SECOND LONGEST STREAK TO THE CURRENT SEC STREAK OF SIX

CONVERSLY, FROM 2000 TO 2006, IN FIVE OF THOSE YEARS THE SEC ONLY SENT ONE TEAM ANNUALLY TO THE BCS AND CURRENT SEC POWER ALABAMA WENT SEVEN CONSECUTIVE YEARS WITHOUT A BCS BOWL APPEARANCE









ATLANTIC COAST CONFERENCE

EACH OF THE POWER FIVE CONFERENCES HAS A "CONTRACT BOWL"

ROSE BOWL – BIG TEN AND PAC-12 SUGAR BOWL – SEC AND BIG 12 ORANGE BOWL – ACC AND SEC/BIG TEN/NOTRE DAME

WHEN SUGAR BOWL DEAL WAS ANNOUNCED, THE MEDIA DECLARED THAT THERE WERE NOW FOUR POWER CONFERENCES – IMPLYING THE ACC WASN'T BECAUSE IT WASN'T SELECTED TO BE THE SEC'S OPPONENT IN THE SUGAR BOWL

THE SEC WASN'T GOING TO SELECT THE ACC FOR THIS GAME, NOT BECAUSE OF COMPETITIVENESS BUT BECAUSE THE ACC IS ITS PRIMARY GEOGRAPHIC COMPETITIOR

THE ACC WAS ABLE TO USE THE ORANGE BOWL GAME TO LEVERAGE ITS OPPONENTS INTO IMPROVING ITS NON-BCS BOWL LINEUP SIGNIFICANTLY

BASKETBALL



COMPETITIVE MARKET ANALYSIS

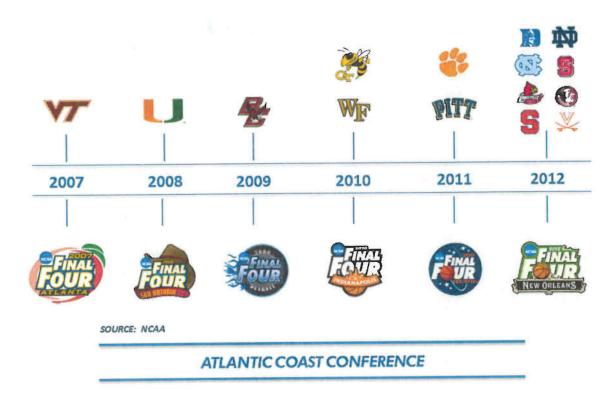
THE ACC HAS ALWAYS BEEN ONE OF THE LEADING BASKETBALL LEAGUES

WITH THE NEW MEMBERS JOINING, THERE IS NO DOUBT WHICH CONFERENCE IS SUPREME IN BASKETBALL



BASKETBALL

LAST NCAA TOURNAMENT BID



THE ACC IS THE ONLY CONFERENCE IN THE COUNTRY IN WHICH ALL MEMBERS HAVE APPEARED IN THE NCAA TOURNAMENT THE PAST SIX YEARS



BASKETBAL	L
EARS OF EVELLENCE	=

	NCAA, APPEARANCES		FOUL	ellight.	SNEET
ACC	100	5	11	18	39
	82	3	6	15	26
BIG	80	2	13	17	32
	64	1	8	21	29
(Z)	64	0	4	11	23
SOURCE: NCAA					

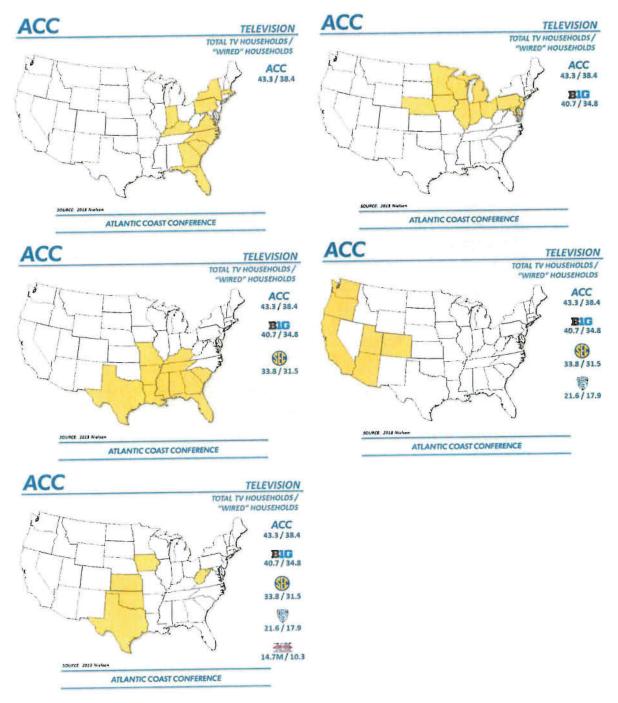
ATLANTIC COAST CONFERENCE

FROM TOTAL APPEARANCES IN THE NCAA TOURNAMENT TO NATIONAL CHAMPIONSHIPS TO THE SWEET 16, THE ACC IS AT OR NEAR THE TOP IN ALL CATEGORIES

TELEVISION

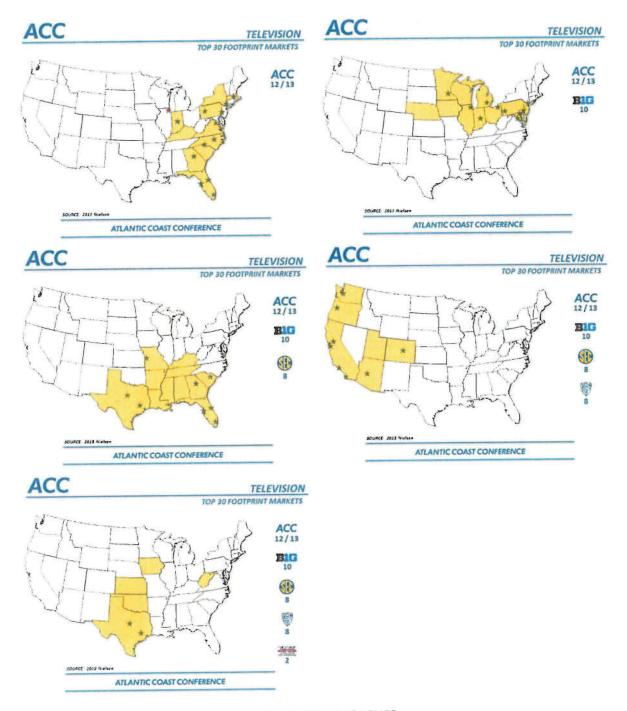


COMPETITIVE MARKET ANALYSIS

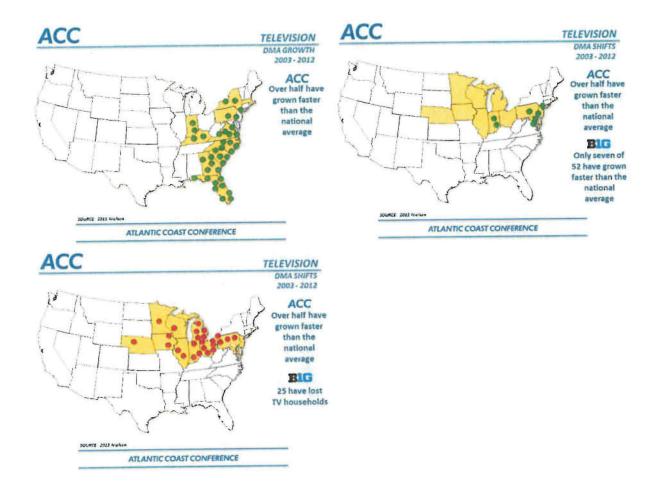


THE ACC HAS MORE TOTAL TELEVISION HOUSEHOLDS AND MORE WIRED TELEVISION HOUSEHOLDS (CABLE, SATELLITE, TELCO) THAN ALL OTHER POWER FIVE CONFERENCES

TWICE AS MANY AS THE PAC-12 AND THREE TIMES AS MANY AS THE BIG 12



THE ACC HAS MORE TOP 30 MARKETS THAN ALL OTHER LEAGUES



OVER HALF OF THE DMA'S IN THE ACC FOOTPRINT HAVE GROWN FASTER THAN THE NATIONAL AVERAGE (5%)

THE LARGEST CONTRAST AMONG THE POWER FIVE CONFERENCES IS WITH THE BIG TEN WHERE ONLY SEVEN MARKETS HAVE GROWN FASTER THAN THE NATIONAL AVERAGE

IN FACT, 25 BIG TEN MARKETS HAVE LOST TV HOUSEHOLDS



TELEVISION NATIONAL EXPOSURE



ATLANTIC COAST CONFERENCE

THERE ARE TWO CATEGORIES OF CONFERENCE TV AGREEMENTS: NATIONAL AND REGIONAL

ON A NATIONAL BASIS, EACH LEAGUE HAS AGREEMENTS THAT ARE SIMILAR IN THE NUMBERS OF GAMES TELEVISED

CONTRARY TO WHAT HAS BEEN WIDELY REPORTED, THE AVERAGE ANNUAL VALUE OF THE NEW ACC TV AGREEMENT WITH ABC/ESPN IS THE LARGEST IN COLLEGIATE SPORTS AT CLOSE TO \$275M AAV

THE ACC ALSO HAS THE ABILITY FOR FURTHER RENEGOTIAION OF ITS AGREEMENT WITH ABC/ESPN



TELEVISION REGIONAL EXPOSURE















LIMITED LOCAL MARKET











45M HH's

ATLANTIC COAST CONFERENCE

THE OTHER TV AGREEMENT CATEGORY IS REGIONAL (OR SEMI-NATIONAL) WHICH INCLUDES CONFERENCE BRANDED NETWORKS

THERE ARE CURRENTLY TWO CONFERENCE NETWORKS AND SOON TO BE A THIRD

THE BIG TEN NETWORK IS HIGHLY SUCCESSFUL AND HAS BEEN SINCE ITS LAUNCH IN 2006. SINCE THAT TIME IT HAS GIVEN THE BIG TEN A FINANCIAL EDGE OVER ALL OTHER CONFERENCES

THE PAC-12 NETWORK LAUNCHED A YEAR AGO AND HAS HAD SOME INITIAL DISTRIBUTION CHALLENGES

THE SEC WILL ANNOUNCE THE PLANNED LAUNCH OF THE SEC NETWORK IN PARTNERSHIP WITH ESPN IN 2014. WE PROJECT IT WILL BE A SUCCESSFUL VENTURE BECAUSE OF THE ABILITY OF THE SEC MEMBERS TO SECURE DISTRIBUTION IN THEIR RESPECTIVE STATES





















ATLANTIC COAST CONFERENCE

ESPN HAS AGREED TO ASSESS THE MARKET VIABILTY OF AN ACC NETWORK. BOTH THE ACC AND ESPN ARE CURRENTLY DEVELOPING BUSINESS MODELS AND WILL BE SITTING DOWN IN THE NEXT 60-90 DAYS TO DETERMINE WHETHER AN ACC NETWORK CAN BE SUCCESSFUL

IF IT IS DETERMINED THAT AN ACC NETWORK CAN BE A SUCCESS, ESPN HAS INDICATED IT WILL DO A DEAL ON THE SAME TERMS AND CONDITIONS AS IT HAS WITH THE SEC ON THE SEC NETWORK

FINANCIAL



COMPETITIVE MARKET ANALYSIS







ATLANTIC COAST CONFERENCE

THERE ARE THREE PRIMARY CONFERENCE REVENUE SOURCES: TV, BCS, AND NCAA TOURNAMENT

THERE ARE OTHERS – SUCH AS BASKETBALL TOURNAMENTS AND FOOTBALL CHAMPIONSHIP GAMES, BUT NO OTHERS GENERATE REMOTELY NEAR THE LEVEL OF REVENUE AS THESE THREE CATEGORIES

THERE HAS ALWAYS BEEN SOME DISPARITY IN REVENUE AMONG CONFERENCES – MOST NOTABLY THE BIG TEN AND ALL OTHERS DUE TO THE BIG TEN NETWORK



FINANCIALS NATIONAL TELEVISION













ACC \$19.2M / 13 YTG













BIG

Average Annual Value / Term of Agreement

ATLANTIC COAST CONFERENCE

NATIONAL TELEVISION REVENUE

AS NOTED EARLIER, FROM A NATIONAL TELEVISION REVENUE PERSPECTIVE, THE ACC HAS THE LARGEST TV DEAL IN TERMS OF TOTAL ANNUAL AVERAGE VALUE. THE PAC-12 IS SECOND, SEC THIRD, BIG 12 FOURTH AND BIG TEN FIFTH.

ON AN AVERAGE ANNUAL VALUE PER SCHOOL BASIS, THE CONFERENCES RANK IN THE ORDER NOTED ABOVE



FINANCIALS CONFERENCE NETWORKS







BIG

\$\$\$\$\$



-



2014

ACC

TBD



N/A

ATLANTIC COAST CONFERENCE

CONFERENCE NETWORK REVENUE

A CONFERENCE WITH A SUCCESSFUL CONFERENCE NETWORK CAN PROVIDE SIGNIFICANT REVENUE TO THAT CONFERENCE. THE KEY TO FINANCIAL SUCCESS OF A CONFERENCE NETWORK IS THE ABILITY TO ACHIEVE BROAD DISTRIBUTION OF THE NETWORK TO CABLE AND SATELLITE SUBSCRIBERS.

CURRENTLY, THE BIG TEN NETWORK IS THE ONLY CONFERENCE NETWORK THAT HAS BEEN ABLE TO ACHIEVE BROAD DISTRIBUTION. THE NETWORK CURRENTLY HAS APPROXIMATELY 45M SUBSCRIBERS.

















ACC \$19.2M / 13 YTG















AQ LEAGUES: \$29M 2nd TEAM: \$6M

FUTURE SYSTEM

POWER 5: AAV* SEMIFINALS: \$6M

* Estimated Years 1-3 of New System

ATLANTIC COAST CONFERENCE

BCS REVENUE

IN THE NEW BCS SYSTEM, LIKE BEFORE, THE ACC WILL BE TREATED ON PAR WITH THE OTHER POWER 5 CONFERENCES IN THE DISTRIBUTION OF BCS REVENUE. THE ACTUAL DISTRIBUTION AMOUNT FOR EACH CONFERENCE WILL FLUCTUATE SLIGHTLY EACH YEAR BASED ON WHICH BOWLS ARE HOSTING THE NATIONAL SEMIFINALS, BUT ON AVERAGE DISTRIBUTION OVER A THREE YEAR CYCLE WILL BE ROUGHLY THE SAME PER CONFERENCE.



FINANCIALS 2012 NCAA UNITS











\$19.2M / 13 YTG









AQ LEAGUES: \$29M 2nd TEAM: \$6M

FUTURE SYSTEM

POWER 5: AAV* SEMIFINALS: \$6M



\$18.6M



\$18.1M





\$16.2M



\$16.2M

* Estimated Years 1-3 of New System

ATLANTIC COAST CONFERENCE

NCAA TOURNAMENT REVENUE

ALL POWER FIVE LEAGUES ARE RELATIVELY CLOSE IN NCAA TOURNEY DISTRIBUTIONS. THESE NUMBERS **REFLECT 2012 DISTRIBUTION AMOUNTS**



FINANCIALS

NCAA UNITS - WITH NEW MEMBERS













\$19.2M / 13 YTG















AQ LEAGUES: \$29M 2nd TEAM: \$6M



POWER 5: AAV*
SEMIFINALS: \$6M

ACC \$28.2M



\$20.8M



\$19.6M



\$17.7M



\$16.2M

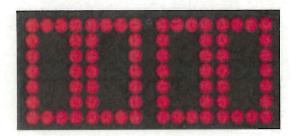
* Estimated Years 1-3 of New System

ATLANTIC COAST CONFERENCE

FUTURE NCAA TOURNAMENT REVENUE

TAKING A GLIMPSE INTO WHAT BENEFIT THE ACC MAY HAVE IN FUTURE NCAA REVENUE, IF UNITS EARNED BY THE INCOMING MEMBERS WERE INCLUDED IN THE 2012 DISTRIBUTION TOTAL, THE ACC WOULD HAVE RECEIVED \$8M MORE THAN THE NEXT HIGHEST CONFERENCE

CONCLUSION



COMPETITIVE MARKET ANALYSIS





STRONGEST COLLECTION OF ACADEMIC INSTITUTIONS



LARGEST MARKET FOOTPRINT: TOTAL POPULATION, TV HHs, TOP 30 MARKETS



PROJECTED GROWTH IN TOTAL POPULATION AND TV HHs



EQUAL SEAT AT BCS TABLE AND FERTILE MARKET RECRUTING ADVANTAGE



MOST COMPETITIVE BASKETBALL LEAGUE



EQUAL NATIONAL TV DEALS WITH ADDITIONAL GROWTH OPPORTUNITIES

ATLANTIC COAST CONFERENCE

CONTRARY TO WHAT SOME IN THE MEDIA WOULD HAVE YOU BELIEVE, THE ACC IS A VIBRANT, HEALTHY CONFERENCE TODAY AND IS WELL-POSITIONED FOR THE FUTURE

IT HAS A GEOGRAPHIC MARKET FOOTPRINT THAT IS THE ENVY OF MOST OF ITS PEERS

IT HAS ONE OF THE STRONGEST, IF NOT THE STRONGEST, COLLECTION OF ACADEMIC INSTITUTIONS IN THE COUNTRY

IT HAS INSTITUTIONS THAT ARE CURRENTLY OR HAVE RECENTLY BEEN SUCCESSFUL COMPETITIVELY IN FOOTBALL AND BASKETBALL

IT HAS THE HIGHEST VALUED NETWORK TV DEAL IN COLLEGIATE SPORTS; IT HAS THE OPPORTUNITY FOR ADDITIONAL TV VALUE GROWTH AND HAS AN OUTSTANDING PARTNERSHIP WITH ESPN

ANY CHALLENGES FACED BY THE ACC ARE SELF-INFLICTED AND MORE PERCEIVED RATHER THAN REAL

A UNIFIED ACC, COMMITTED TO A GROWTH STRATEGY, IS WELL-POSTIONED FOR LONG-TERM SUCCESS.

