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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 7)**

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**AMC Networks Inc.**  
(Name of Issuer)

**Class A Common Stock, par value \$.01 per share**  
(Title of Class of Securities)

**00164V 103**  
(CUSIP Number)

**Richard D. Bohm  
Debevoise & Plimpton LLP  
919 Third Avenue  
New York, NY 10022  
212-909-6000**

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**October 1, 2015**  
(Date of Event Which Requires Filing of this Statement)

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If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1.	<b>Name of Reporting Person</b> Charles F. Dolan, individually and as Trustee of the Charles F. Dolan 2009 Revocable Trust		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 - See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 773,657	
	8.	<b>Shared Voting Power</b> 5,156,270	
	9.	<b>Sole Dispositive Power</b> 773,657	
	10.	<b>Shared Dispositive Power</b> 5,156,270	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 5,929,927		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 9.0%		
14.	<b>Type of Reporting Person</b> IN		

\* Excludes 6,267,191 shares of AMC Networks Inc. Class A Common Stock, par value \$0.01 per share ("Class A Common Stock"), issuable upon conversion of an equal number of shares of AMC Networks Inc. Class B Common Stock, par value \$0.01 per share ("Class B Common Stock"), held by other Reporting Persons hereto as to which Charles F. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b>		
	Helen A. Dolan, individually and as Trustee of the Helen A. Dolan 2009 Revocable Trust		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b>  00 - See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b>  U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b>  126,250	
	8.	<b>Shared Voting Power</b>  5,803,677	
	9.	<b>Sole Dispositive Power</b>  126,250	
	10.	<b>Shared Dispositive Power</b>  5,803,677	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b>  5,929,927		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b>  <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b>  9.0%		
14.	<b>Type of Reporting Person</b>  IN		

\* Excludes 6,267,191 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which Helen A. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> James L. Dolan		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 296,173	
	8.	<b>Shared Voting Power</b> 1,012,225	
	9.	<b>Sole Dispositive Power</b> 296,173	
	10.	<b>Shared Dispositive Power</b> 1,012,225	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 1,308,398		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 2.1%		
14.	<b>Type of Reporting Person</b> IN		

\* Excludes 10,360,861 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which James L. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b>	
	Thomas C. Dolan	
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	<b>SEC Use Only</b>	
4.	<b>Source of Funds</b>  00 – See Item 3 of Statement	
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>	
6.	<b>Citizenship or Place of Organization</b>  U.S.A.	
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b>  46,299
	8.	<b>Shared Voting Power</b>  966,844
	9.	<b>Sole Dispositive Power</b>  46,299
	10.	<b>Shared Dispositive Power</b>  966,844
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b>  1,013,143	
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b>  <input checked="" type="checkbox"/> *	
13.	<b>Percent of Class Represented by Amount in Row (11)</b>  1.6%	
14.	<b>Type of Reporting Person</b>  IN	

\* Excludes 10,528,379 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which Thomas C. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	Name of Reporting Person		
	Patrick F. Dolan		
2.	Check the Appropriate Box if a Member of a Group (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC Use Only		
4.	Source of Funds  00 – See Item 3 of Statement		
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		
6.	Citizenship or Place of Organization  U.S.A.		
Number of Shares Beneficially Owned By Each Reporting Person With	7.	Sole Voting Power  28,511	
	8.	Shared Voting Power  993,415	
	9.	Sole Dispositive Power  28,511	
	10.	Shared Dispositive Power  993,415	
11.	Aggregate Amount Beneficially Owned by Each Reporting Person  1,021,926		
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares  <input checked="" type="checkbox"/> *		
13.	Percent of Class Represented by Amount in Row (11)  1.7%		
14.	Type of Reporting Person  IN		

\* Excludes 10,471,917 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which Patrick F. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> Kathleen M. Dolan, individually and as Trustee of the Ryan Dolan 1989 Trust and the Tara Dolan 1989 Trust and as a Trustee of each of the Charles F. Dolan Children Trusts		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC Use Only		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 39,313	
	8.	<b>Shared Voting Power</b> 5,792,019	
	9.	<b>Sole Dispositive Power</b> 39,313	
	10.	<b>Shared Dispositive Power</b> 5,792,019	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 5,831,332		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 8.8%		
14.	<b>Type of Reporting Person</b> IN		

\* Excludes 5,880,960 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which Kathleen M. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> Marianne E. Dolan Weber	
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	<b>SEC Use Only</b>	
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement	
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>	
6.	<b>Citizenship or Place of Organization</b> U.S.A.	
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 10,169
	8.	<b>Shared Voting Power</b> 1,040,676
	9.	<b>Sole Dispositive Power</b> 10,169
	10.	<b>Shared Dispositive Power</b> 1,040,676
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 1,050,845	
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *	
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 1.7%	
14.	<b>Type of Reporting Person</b> IN	

\* Excludes 10,485,287 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which Marianne Dolan Weber disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.



1.	<b>Name of Reporting Person</b> Deborah A. Dolan-Sweeney, individually and as Trustee of the Marianne E. Dolan Weber 2012 Descendants Trust and the Patrick F. Dolan 2012 Descendants Trust		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	SEC Use Only		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 207,635	
	8.	<b>Shared Voting Power</b> 1,199,959	
	9.	<b>Sole Dispositive Power</b> 207,635	
	10.	<b>Shared Dispositive Power</b> 1,199,959	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 1,407,594		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 2.3%		
14.	<b>Type of Reporting Person</b> IN		

\* Excludes 10,160,147 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which Deborah A. Dolan-Sweeney disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b>		
	David M. Dolan, as a Trustee of each of the Charles F. Dolan 2009 Family Trusts, each of the CFD 2010 Grandchildren Trusts and the Charles F. Dolan 2012 Descendants Trust		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b>  00 - See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b>  U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b>  300,636	
	8.	<b>Shared Voting Power</b>  4,461,722	
	9.	<b>Sole Dispositive Power</b>  300,636	
	10.	<b>Shared Dispositive Power</b>  4,461,722	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b>  4,762,358		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b>  <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b>  7.3%		
14.	<b>Type of Reporting Person</b>  IN		

\* Excludes 7,030,998 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which David M. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b>		
	Mary S. Dolan, as a Trustee of the Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney, the Charles F. Dolan Children Trust FBO Patrick F. Dolan, the Kathleen M. Dolan 2012 Descendants Trust, each of the Charles F. Dolan 2009 Family Trusts, each of the CFD 2010 Grandchildren Trusts and the Charles F. Dolan 2012 Descendants Trust		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b>  00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b>  U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b>  6,810	
	8.	<b>Shared Voting Power</b>  6,414,489	
	9.	<b>Sole Dispositive Power</b>  6,810	
	10.	<b>Shared Dispositive Power</b>  6,414,489	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b>  6,421,299		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b>  <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b>  9.6%		
14.	<b>Type of Reporting Person</b>  IN		

\* Excludes 5,126,042 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which Mary S. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> Charles F. Dolan Children Trust FBO James L. Dolan		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 966,844	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 966,844	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 966,844		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 1.6%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 10,557,450 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan Children Trust FBO James L. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> Charles F. Dolan Children Trust FBO Thomas C. Dolan		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 966,844	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 966,844	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 966,844		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 1.6%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 10,557,450 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan Children Trust FBO Thomas C. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> Charles F. Dolan Children Trust FBO Patrick F. Dolan		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 886,015	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 886,015	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 886,015		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 1.4%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 10,598,393 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan Children Trust FBO Patrick F. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> Charles F. Dolan Children Trust FBO Kathleen M. Dolan		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 966,845	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 966,845	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 966,845		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 1.6%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 10,565,427 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan Children Trust FBO Kathleen M. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> Charles F. Dolan Children Trust FBO Marianne Dolan Weber		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 938,666	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 938,666	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 938,666		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 1.5%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 10,593,606 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan Children Trust FBO Marianne Dolan Weber disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.



1.	<b>Name of Reporting Person</b> Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 966,845	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 966,845	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 966,845		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 1.6%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 10,565,427 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> CFD 2009 Family Trust FBO James L. Dolan		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 887,064	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 887,064	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 887,064		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 1.4%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 10,597,344 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan 2009 Family Trust FBO James L. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> CFD 2009 Family Trust FBO Thomas C. Dolan		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 921,125	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 921,125	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 921,125		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 1.5%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 10,563,283 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan 2009 Family Trust FBO Thomas C. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> CFD 2009 Family Trust FBO Patrick F. Dolan		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 61,790	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 61,790	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 61,790		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 0.1%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 11,422,618 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan 2009 Family Trust FBO Patrick F. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> CFD 2009 Family Trust FBO Kathleen M. Dolan		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 370,862	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 370,862	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 370,862		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 0.6%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 11,113,546 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan 2009 Family Trust FBO Kathleen M. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> CFD 2009 Family Trust FBO Marianne E. Dolan Weber		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 433,862	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 433,862	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 433,862		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 0.7%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 11,050,546 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan 2009 Family Trust FBO Marianne Dolan Weber disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> CFD 2009 Family Trust FBO Deborah A. Dolan-Sweeney		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 168,177	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 168,177	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 168,177		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 0.3%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 11,316,231 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan 2009 Family Trust FBO Deborah A. Dolan-Sweeney disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> Ryan Dolan 1989 Trust		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 15,156	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 15,156	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 15,156		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 0.0%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 11,469,252 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Ryan Dolan 1989 Trust disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.



1.	<b>Name of Reporting Person</b> Tara Dolan 1989 Trust		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 15,156	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 15,156	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 15,156		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 0.0%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 11,469,252 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Tara Dolan 1989 Trust disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

<b>1.</b>	<b>Name of Reporting Person</b> CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan		
<b>2.</b>	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
<b>3.</b>	<b>SEC Use Only</b>		
<b>4.</b>	<b>Source of Funds</b> 00 – See Item 3 of Statement		
<b>5.</b>	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
<b>6.</b>	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	<b>7.</b>	<b>Sole Voting Power</b> 375,302	
	<b>8.</b>	<b>Shared Voting Power</b> 0	
	<b>9.</b>	<b>Sole Dispositive Power</b> 375,302	
	<b>10.</b>	<b>Shared Dispositive Power</b> 0	
<b>11.</b>	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 375,302		
<b>12.</b>	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
<b>13.</b>	<b>Percent of Class Represented by Amount in Row (11)</b> 0.6%		
<b>14.</b>	<b>Type of Reporting Person</b> OO		

\* Excludes 11,109,106 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 375,302	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 375,302	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 375,302		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 0.6%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 11,109,106 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 375,302	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 375,302	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 375,302		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 0.6%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 11,109,106 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b>	
	CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney	
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3.	<b>SEC Use Only</b>	
4.	<b>Source of Funds</b>  00 – See Item 3 of Statement	
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>	
6.	<b>Citizenship or Place of Organization</b>  U.S.A.	
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b>  375,302
	8.	<b>Shared Voting Power</b>  0
	9.	<b>Sole Dispositive Power</b>  375,302
	10.	<b>Shared Dispositive Power</b>  0
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b>  375,302	
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b>  <input checked="" type="checkbox"/> *	
13.	<b>Percent of Class Represented by Amount in Row (11)</b>  0.6%	
14.	<b>Type of Reporting Person</b>  OO	

\* Excludes 11,109,106 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> Charles F. Dolan 2012 Descendants Trust		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 109,322	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 109,322	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 109,322		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 0.2%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 11,375,086 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Charles F. Dolan 2012 Descendants Trust disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> Kathleen M. Dolan 2012 Descendants Trust		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 99,960	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 99,960	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 99,960		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 0.2%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 11,384,448 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Kathleen M. Dolan 2012 Descendants Trust disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> Deborah A. Dolan-Sweeney 2012 Descendants Trust		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 197,645	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 197,645	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 197,645		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 0.3%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 11,286,763 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Deborah A. Dolan-Sweeney 2012 Descendants Trust disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.



1.	<b>Name of Reporting Person</b>		
	Marianne E. Dolan Weber 2012 Descendants Trust		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b>  00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b>  U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b>  99,960	
	8.	<b>Shared Voting Power</b>  0	
	9.	<b>Sole Dispositive Power</b>  99,960	
	10.	<b>Shared Dispositive Power</b>  0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b>  99,960		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b>  <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b>  0.2%		
14.	<b>Type of Reporting Person</b>  OO		

\* Excludes 11,384,448 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Marianne E. Dolan Weber 2012 Descendants Trust disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> Patrick F. Dolan 2012 Descendants Trust		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 102,032	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 102,032	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 102,032		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 0.2%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 11,382,376 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the Patrick F. Dolan 2012 Descendants Trust disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> CFD 2010 Grandchildren Trust FBO Aidan Dolan		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 17,030	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 17,030	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 17,030		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 0.0%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 11,467,378 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the CFD 2010 Grandchildren Trust FBO Aidan Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

1.	<b>Name of Reporting Person</b> CFD 2010 Grandchildren Trust FBO Quentin Dolan		
2.	<b>Check the Appropriate Box if a Member of a Group</b> (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>		
3.	<b>SEC Use Only</b>		
4.	<b>Source of Funds</b> 00 – See Item 3 of Statement		
5.	<b>Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)</b>		
6.	<b>Citizenship or Place of Organization</b> U.S.A.		
<b>Number of Shares Beneficially Owned By Each Reporting Person With</b>	7.	<b>Sole Voting Power</b> 17,030	
	8.	<b>Shared Voting Power</b> 0	
	9.	<b>Sole Dispositive Power</b> 17,030	
	10.	<b>Shared Dispositive Power</b> 0	
11.	<b>Aggregate Amount Beneficially Owned by Each Reporting Person</b> 17,030		
12.	<b>Check if the Aggregate Amount in Row (11) Excludes Certain Shares</b> <input checked="" type="checkbox"/> *		
13.	<b>Percent of Class Represented by Amount in Row (11)</b> 0.0%		
14.	<b>Type of Reporting Person</b> OO		

\* Excludes 11,467,378 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock held by other Reporting Persons hereto as to which the CFD 2010 Grandchildren Trust FBO Quentin Dolan disclaims beneficial ownership. This report shall not be construed as an admission that such person is the beneficial owner of such securities.

This Amendment to Schedule 13D is being filed jointly by the individuals (in their individual capacity and/or as trustee or co-trustee of specified trusts) and trusts listed in Item 2(a) below (the “Group Members”) who may be deemed to beneficially own all of the shares of Class B Common Stock of AMC Networks Inc. (the “Issuer”), par value \$.01 per share (the “Class B Common Stock”), which are convertible share for share at the option of the holder into Class A Common Stock of the Issuer, par value \$.01 per share (the “Class A Common Stock,” and together with the Class B Common Stock, the “Common Stock”), and a certain number of shares of Class A Common Stock, in each case as described herein, to reflect certain changes to the stockholders agreement among the Group Members as described below.

The Schedule 13D (the “Schedule”) filed by the original Group Members on June 30, 2011, as amended and supplemented by Amendment No. 1 filed on September 16, 2011, Amendment No. 2 filed on November 18, 2011, Amendment No. 3 filed on August 16, 2012, Amendment No. 4 filed on December 26, 2012, Amendment No. 5 filed on June 27, 2013 and Amendment No. 6 filed on August 22, 2013, is hereby amended and supplemented by the Reporting Persons as set forth below in this Amendment No. 7.

## **Item 2 Identity and Background.**

The disclosure in Item 2 is hereby amended by amending and restating part (a) thereof as follows:

(a) The names of the Reporting Persons who are Group Members are: Charles F. Dolan, individually and as Trustee of the Charles F. Dolan 2009 Revocable Trust (the “CFD 2009 Trust”); Helen A. Dolan, individually and as Trustee of the Helen A. Dolan 2009 Revocable Trust (the “HAD 2009 Trust”); James L. Dolan; Thomas C. Dolan; Patrick F. Dolan; Kathleen M. Dolan, individually and as a Trustee of the Charles F. Dolan Children Trust FBO Kathleen M. Dolan, the Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney, the Charles F. Dolan Children Trust FBO Marianne Dolan Weber, the Charles F. Dolan Children Trust FBO Patrick F. Dolan, the Charles F. Dolan Children Trust FBO Thomas C. Dolan and the Charles F. Dolan Children Trust FBO James L. Dolan (hereinafter collectively referred to as the “Dolan Children Trusts” and individually, a “Dolan Children Trust”), and as sole Trustee of the Ryan Dolan 1989 Trust and the Tara Dolan 1989 Trust; Marianne E. Dolan Weber; Deborah A. Dolan-Sweeney, individually and as Trustee of the Marianne E. Dolan Weber 2012 Descendants Trust and the Patrick F. Dolan 2012 Descendants Trust; Dolan Children Trust FBO Kathleen M. Dolan; Dolan Children Trust FBO Marianne Dolan Weber; Dolan Children Trust FBO Deborah Dolan-Sweeney; Dolan Children Trust FBO James L. Dolan; Dolan Children Trust FBO Thomas C. Dolan; Dolan Children Trust FBO Patrick F. Dolan; the Charles F. Dolan 2009 Family Trust FBO James L. Dolan; the Charles F. Dolan 2009 Family Trust FBO Thomas C. Dolan; the Charles F. Dolan 2009 Family Trust FBO Patrick F. Dolan; the Charles F. Dolan 2009 Family Trust FBO Kathleen M. Dolan; the Charles F. Dolan 2009 Family Trust FBO Marianne E. Dolan Weber; the Charles F. Dolan 2009 Family Trust FBO Deborah A. Dolan-Sweeney; Ryan Dolan 1989 Trust; Tara Dolan 1989 Trust; CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney; CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan; CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber; CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan; the Charles F. Dolan 2012 Descendants Trust; the Kathleen M. Dolan 2012 Descendants Trust; the Deborah A. Dolan-Sweeney 2012 Descendants Trust; the Marianne E. Dolan Weber 2012 Descendants Trust; the Patrick F. Dolan 2012 Descendants Trust; CFD 2010 Grandchildren Trust FBO Aidan Dolan; and CFD 2010 Grandchildren Trust FBO Quentin Dolan. The Reporting Persons also include David M. Dolan, as a Trustee of the Charles F. Dolan 2009 Family Trust FBO Patrick F. Dolan, the Charles F. Dolan 2009 Family Trust FBO Thomas C. Dolan, the Charles F. Dolan 2009 Family Trust FBO James L. Dolan, the Charles F. Dolan 2009 Family Trust FBO Marianne E. Dolan Weber, the Charles F. Dolan 2009 Family Trust FBO Kathleen M. Dolan and the Charles F. Dolan 2009 Family Trust FBO Deborah A. Dolan-Sweeney (collectively, the “2009 Family Trusts” and individually, a

“2009 Family Trust”), as a Trustee of the CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan, CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney, CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber, CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan (collectively, the “CFD 2010 Grandchildren Trusts” and individually, a “2010 Grandchildren Trust”) and the Charles F. Dolan 2012 Descendants Trust, and Mary S. Dolan, as a Trustee of the Dolan Children Trusts FBO Deborah Dolan-Sweeney and Patrick F. Dolan, the Kathleen M. Dolan 2012 Descendants Trust, each of the 2009 Family Trusts, each of the CFD 2010 Grandchildren Trusts, and the Charles F. Dolan 2012 Descendants Trust.

The disclosure in Item 2(b) is hereby amended by changing the contact information for the Group Members listed below as follows:

Individuals:

James L. Dolan:

c/o Knickerbocker Group LLC  
Attention: Scott Metsch  
PO Box 420  
Oyster Bay, New York 11771

Kristin A. Dolan:

c/o Knickerbocker Group LLC  
Attention: Scott Metsch  
PO Box 420  
Oyster Bay, New York 11771

Kathleen M. Dolan:

c/o Richard Baccari  
MLC Ventures LLC  
PO Box 1014  
Yorktown Heights, NY 10598

Marianne Dolan Weber:

c/o Richard Baccari  
MLC Ventures LLC  
PO Box 1014  
Yorktown Heights, NY 10598

Trusts:

Charles F. Dolan Children Trust FBO Kathleen M. Dolan

c/o Richard Baccari  
MLC Ventures LLC  
PO Box 1014  
Yorktown Heights, NY 10598

Charles F. Dolan Children Trust FBO Marianne Dolan Weber

c/o Richard Baccari  
MLC Ventures LLC  
PO Box 1014  
Yorktown Heights, NY 10598

Charles F. Dolan 2009 Family Trust FBO Marianne Dolan Weber

c/o Richard Baccari  
MLC Ventures LLC  
PO Box 1014  
Yorktown Heights, NY 10598

Charles F. Dolan 2009 Family Trust FBO Kathleen M. Dolan

c/o Richard Baccari  
MLC Ventures LLC  
PO Box 1014  
Yorktown Heights, NY 10598

CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan

c/o Richard Baccari  
MLC Ventures LLC  
PO Box 1014  
Yorktown Heights, NY 10598

CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber

c/o Richard Baccari  
MLC Ventures LLC  
PO Box 1014  
Yorktown Heights, NY 10598

Kathleen M. Dolan 2012 Descendants Trust

MLC Ventures LLC  
PO Box 1014  
Yorktown Heights, NY 10598

Marianne E. Dolan Weber 2012 Descendants Trust

MLC Ventures LLC  
PO Box 1014  
Yorktown Heights, NY 10598

The disclosure in Item 2(c) is hereby amended by changing the employment information for the Group Members noted below as follows:

James L. Dolan is a director of the Issuer. The Issuer's principal business address is 11 Pennsylvania Plaza, New York, NY 10001. He is the Chief Executive Officer and a director of Cablevision Systems Corporation ("CVC"), Executive Chairman and a director of The Madison Square Garden Company (formerly known as MSG Spinco, Inc.) ("MSG") and Executive Chairman and a director of MSG Networks Inc. (formerly known as The Madison Square Garden Company) ("MSG Networks").

Kristin A. Dolan is a director of the Issuer. The Issuer's principal business address is 11 Pennsylvania Plaza, New York, NY 10001. She is the Chief Operating Officer and a director of CVC and a director of MSG. She is the Trustee of the CFD 2010 Grandchildren Trust FBO Aidan Dolan and CFD 2010 Grandchildren Trust FBO Quentin Dolan.

Brian G. Sweeney is a director of the Issuer. The Issuer's principal business address is 11 Pennsylvania Plaza, New York, NY 10001. He is the President, Chief Financial Officer and a director of CVC, a director of MSG Networks Inc. and a director of MSG. He is the Trustee of the Deborah A. Dolan-Sweeney 2012 Descendants Trust.

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**Item 4            Purpose of Transaction**

The disclosure in Item 4 is hereby amended by adding the following to the end thereof:

On October 1, 2015, the Group Members entered into the Second Amended and Restated Class B Stockholders' Agreement (the "Second A&R Class B Stockholders' Agreement"), which is filed as Exhibit 7 to this Schedule 13D, which amended and restated the Amended and Restated Class B Stockholders' Agreement. The purpose of the amendments to the Class B Stockholders' Agreement is to modify the voting provisions so that voting decisions with respect to the Class B Common Stock are made by a majority of the six children of Charles F. Dolan, James L. Dolan, Thomas C. Dolan, Patrick F. Dolan, Kathleen M. Dolan, Deborah A. Dolan-Sweeney and Marianne E. Dolan Weber (collectively, the "Dolan Siblings") as a group, rather than by the holders of a majority of the shares of Class B Common Stock, and to require the approval of certain transfers of shares of Class B Common Stock by a specified number of Dolan Siblings. The information in Item 6 of this Amendment No. 7 to Schedule 13D is incorporated by reference.

**Item 5            Interest in Securities of the Issuer**

The disclosure in Item 5(a) and (b) is hereby amended and restated to read in its entirety as follows:

(a) and (b) the Group Members may be deemed to beneficially own an aggregate of 12,635,959 shares of Class A Common Stock as a result of their beneficial ownership of (i) 1,151,551 shares of Class A Common Stock (including options to purchase 133,000 shares of Class A Common Stock that are exercisable within sixty days of this filing), and (ii) 11,484,408 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 17.4% of the total shares of the Issuer's common stock currently outstanding. Group Members in the aggregate may be deemed to have the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 11,484,408 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock (representing all outstanding Class B Common Stock) because of the terms of the Class B Stockholders' Agreement (see Item 6 below). Reporting Persons and individuals who are not Group Members but are trustees of trusts that are Group Members may be deemed to beneficially own an additional 429,611 shares of Class A Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities held by the other Reporting Persons, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities.

Charles F. Dolan may be deemed to beneficially own an aggregate of 5,929,927 shares of Class A Common Stock, including (i) 712,710 shares of Class A Common Stock (including options to purchase 66,000 shares of Class A Common Stock that are exercisable within sixty days of this filing) and (ii) 5,217,217 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 9.0% of the shares of Class A Common Stock currently outstanding. He may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 773,657 shares of Class A Common Stock (including 17,857 shares of Class A Common Stock owned of record personally and options owned of record personally to purchase 66,000 shares of Class A Common Stock that are exercisable within sixty days of this filing, 52,243 shares of Class A Common Stock and 637,557 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the CFD 2009 Trust) and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 5,156,270 shares of Class A Common Stock (including 576,610 shares of Class A Common Stock owned of record by the Dolan Family Foundation and 4,579,660 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock, including 126,250 shares of Class B Common Stock owned of record by the HAD 2009 Trust, 2,842,880 shares of Class B Common Stock owned of record by the 2009 Family Trusts,



1,501,208 shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts and 109,322 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Charles F. Dolan 2012 Descendants Trust). He disclaims beneficial ownership of 576,610 shares of Class A Common Stock owned of record by the Dolan Family Foundation, and 4,579,660 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock, including 126,250 shares of Class B Common Stock owned of record by the HAD 2009 Trust, 2,842,880 shares of Class B Common Stock owned of record by the 2009 Family Trusts, 1,501,208 shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts and 109,322 shares of Class B Common Stock owned of record by the Charles F. Dolan 2012 Descendants Trust, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities.

Helen A. Dolan may be deemed to beneficially own an aggregate of 5,929,927 shares of Class A Common Stock, including (i) 712,710 shares of Class A Common Stock (including options to purchase 66,000 shares of Class A Common Stock that are exercisable within sixty days of this filing) and (ii) 5,217,217 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 9.0% of the shares of Class A Common Stock currently outstanding. She may be deemed to have (a) the sole power to vote or direct the vote of 126,250 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 5,803,677 shares of Class A Common Stock (including 576,610 shares of Class A Common Stock owned of record by the Dolan Family Foundation; 17,857 shares of Class A Common Stock, options to purchase 66,000 shares of Class A Common Stock exercisable within sixty days of this filing owned of record personally by her spouse, Charles F. Dolan; 52,243 shares of Class A Common Stock owned of record by the CFD 2009 Trust; and 5,090,967 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock, including 637,557 shares of Class B Common Stock owned of record by the CFD 2009 Trust, 2,842,880 shares of Class B Common Stock owned of record by the 2009 Family Trusts, 1,501,208 shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts and 109,322 shares of Class B Common Stock owned of record by the Charles F. Dolan 2012 Descendants Trust). She disclaims beneficial ownership of 576,610 shares of Class A Common Stock owned of record by the Dolan Family Foundation, 17,857 shares of Class A Common Stock, options to purchase 66,000 shares of Class A Common Stock exercisable within sixty days of this filing owned of record personally by her spouse, 52,243 of Class A Common Stock owned of record by the CFD 2009 Trust, and 5,090,967 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock, including 637,557 shares of Class B Common Stock owned of record by the CFD 2009 Trust, 2,842,880 shares of Class B Common Stock owned of record by the 2009 Family Trusts, 1,501,208 shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts and 109,322 shares of Class B Common Stock owned of record by the Charles F. Dolan 2012 Descendants Trust, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities.

James L. Dolan may be deemed to beneficially own an aggregate of 1,308,398 shares of Class A Common Stock, including (i) 184,851 shares of Class A Common Stock (including options to purchase 66,000 shares of Class A Common Stock that are exercisable within sixty days of this filing) and (ii) 1,123,547 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 2.1% of the shares of Class A Common Stock currently outstanding. He may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 296,173 shares of Class A Common Stock (including 65,719 shares of Class A Common Stock owned of record personally, 1,925 shares of Class A Common Stock held as custodian for one or more minor children, options owned of record personally to purchase 66,000 shares of Class A Common Stock that are exercisable within sixty days of this filing and 162,529 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record personally) and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 1,012,225 shares of Class A Common Stock (including 1,250 shares of Class A Common Stock owned of record jointly with his spouse, 6,221 shares of

Class A Common Stock owned of record personally by his spouse, 400 shares of Class A Common Stock owned of record by his spouse through a 401(k) plan, 3,450 shares of Class A Common Stock owned of record by members of his household, and 39,886 shares of Class A Common Stock owned of record by the Dolan Children Trust for his benefit and 926,958 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for his benefit, and an aggregate of 34,060 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts FBO Aidan and Quentin Dolan for which his spouse serves as trustee). He disclaims beneficial ownership of 1,925 shares of Class A Common Stock held as custodian for one or more minor children, 3,450 shares of Class A Common Stock owned of record by members of his household, 6,221 shares of Class A Common Stock owned of record personally by his spouse, 400 shares owned of record by his spouse through a 401(k) plan and 39,886 shares of Class A Common Stock and 926,958 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for his benefit, and an aggregate of 34,060 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts FBO Aidan and Quentin Dolan for which his spouse serves as trustee, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

Thomas C. Dolan may be deemed to beneficially own 1,013,143 shares of Class A Common Stock, including (i) 57,114 shares of Class A Common Stock and (ii) 956,029 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This amount represents approximately 1.6% of the shares of Class A Common Stock currently outstanding. He may be deemed to have the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 46,299 shares of Class A Common Stock (including 17,228 shares of Class A Common Stock owned of record personally and 29,071 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record personally) and the shared power to vote or direct the vote of and to dispose of or to direct the disposition of 39,886 shares of Class A Common Stock and 926,958 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for his benefit. He disclaims beneficial ownership of 39,886 shares of Class A Common Stock and 926,958 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for his benefit, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

Patrick F. Dolan may be deemed to beneficially own an aggregate of 1,021,926 shares of Class A Common Stock, including (i) 9,435 shares of Class A Common Stock and (ii) 1,012,491 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 1.7% of the shares of Class A Common Stock currently outstanding. He may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 28,511 shares of Class A Common Stock (including 4,067 shares of Class A Common Stock owned of record personally and 24,444 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record personally) and (b) the current shared power to vote or direct the vote of and to dispose of or to direct the disposition of 993,415 shares of Class A Common Stock (including 4,256 shares of Class A Common Stock owned of record jointly with his spouse, 525 shares of Class A Common Stock owned of record personally by his spouse, 587 shares of Class A Common Stock owned of record by the Daniel P. Mucci Trust (the "Mucci Trust") for which he serves as a trustee and 886,015 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for his benefit and 102,032 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Patrick F. Dolan 2012 Descendants Trust). He disclaims beneficial ownership of 525 shares of Class A Common Stock owned of record personally by his spouse, 587 shares of Class A Common Stock held by the Mucci Trust, and 886,015 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for his benefit and 102,032 shares of Class A Common Stock issuable upon

conversion of an equal number of shares of Class B Common Stock owned of record by the Patrick F. Dolan 2012 Descendants Trust, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

Kathleen M. Dolan may be deemed to beneficially own an aggregate of 5,831,332 shares of Class A Common Stock, including (i) 227,884 shares of Class A Common Stock and (ii) 5,603,448 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 8.8% of the shares of Class A Common Stock currently outstanding. She may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 39,313 shares of Class A Common Stock (including 2,220 shares of Class A Common Stock owned of record personally, 4,481 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record personally, 2,300 shares of Class A Common Stock held as custodian for one or more minor children and an aggregate of 30,312 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Ryan Dolan 1989 Trust and the Tara Dolan 1989 Trust) and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 5,792,019 shares of Class A Common Stock (including an aggregate of 223,364 shares of Class A Common Stock owned of record by the Dolan Children Trusts, an aggregate of 5,468,695 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trusts and 99,960 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Kathleen M. Dolan 2012 Descendants Trust). She disclaims beneficial ownership of 2,300 shares of Class A Common Stock held as custodian for one or more minor children, an aggregate of 223,364 shares of Class A Common Stock owned of record by the Dolan Children Trusts and an aggregate of 5,598,967 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trusts, the Ryan Dolan 1989 Trust, the Tara Dolan 1989 Trust and the Kathleen M. Dolan 2012 Descendants Trust, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

Marianne E. Dolan Weber may be deemed to beneficially own an aggregate of 1,050,845 shares of Class A Common Stock, including (i) 51,724 shares of Class A Common Stock (including options to purchase 1,000 shares of Class A Common Stock that are exercisable within sixty days of this filing) and (ii) 999,121 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 1.7% of the shares of Class A Common Stock currently outstanding. She may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 10,169 shares of Class A Common Stock (including 810 shares of Class A Common Stock and options to purchase 1,000 shares of Class A Common Stock that are exercisable within sixty days of this filing owned of record personally, and 8,359 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record personally) and (b) the current shared power to vote or direct the vote of and to dispose of or to direct the disposition of 1,040,676 shares of Class A Common Stock (including 900 shares of Class Common Stock owned of record by her spouse, 1,150 shares of Class A Common Stock owned of record by a member of her household, 47,864 shares of Class A Common Stock owned by the Dolan Children Trust for her benefit, 890,802 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for her benefit and 99,960 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Marianne E. Dolan Weber 2012 Descendants Trust). She disclaims beneficial ownership of 900 shares of Class Common Stock owned of record by her spouse, 1,150 shares of Class A Common Stock owned of record by a member of her household, 47,864 shares of Class A Common Stock owned of record by the Dolan Children Trust for her benefit, 890,802 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for her benefit and 99,960 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Marianne E. Dolan Weber 2012 Descendants Trust, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

Deborah A. Dolan-Sweeney may be deemed to beneficially own an aggregate of 1,407,594 shares of Class A Common Stock, including (i) 83,333 shares of Class A Common Stock and (ii) 1,324,261 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 2.3% of the shares of Class A Common Stock currently outstanding. She may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 207,635 shares of Class A Common Stock (including 5,643 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record personally and an aggregate of 201,992 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Marianne E. Dolan Weber 2012 Descendants Trust and the Patrick F. Dolan 2012 Descendants Trust for which she serves as trustee) and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 1,199,959 shares of Class A Common Stock (including 27,794 shares of Class A Common Stock owned of record by her spouse, 7,675 shares of Class A Common Stock held by trusts for which her spouse serves as co-trustee and 47,864 shares of Class A Common Stock owned of record by the Dolan Children Trust for her benefit, 918,981 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for her benefit, and 197,645 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Deborah A. Dolan-Sweeney 2012 Descendants Trust for which her spouse serves as trustee). She disclaims beneficial ownership of 27,794 shares of Class A Common Stock owned of record by her spouse, 7,675 shares of Class A Common Stock held by trusts for which her spouse serves as co-trustee, 47,864 shares of Class A Common Stock and 918,981 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for her benefit, 197,645 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Deborah A. Dolan-Sweeney 2012 Descendants Trust for which her spouse serves as trustee, and an aggregate of 201,992 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Marianne E. Dolan Weber 2012 Descendants Trust and the Patrick F. Dolan 2012 Descendants Trust for which she serves as trustee, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

David M. Dolan may be deemed to beneficially own an aggregate of 4,762,358 shares of Class A Common Stock, including (i) 308,948 shares of Class A Common Stock and (ii) 4,453,410 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 7.5% of the shares of Class A Common Stock currently outstanding. He may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 300,636 shares of Class A Common Stock (including 1,431 shares of Class A Common Stock owned of record by the David M. Dolan Revocable Trust and 299,205 shares of Class A Common Stock owned of record by the Charles F. Dolan Charitable Remainder Trust) and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 4,461,722 shares of Class A Common Stock (including 2,300 shares of Class A Common Stock owned of record jointly with his spouse, 5,250 shares of Class A Common Stock owned of record by the Ann H. Dolan Revocable Trust, 762 shares of Class A Common Stock held by his spouse as custodian for a minor child, an aggregate of 2,842,880 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the 2009 Family Trusts, an aggregate of 1,501,208 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts, and 109,322 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Charles F. Dolan 2012 Descendants Trust). He disclaims beneficial ownership of 299,205 shares of Class A Common Stock owned of record by the Charles F. Dolan Charitable Remainder Trust, 5,250 shares of Class A Common Stock owned of record by the Ann H. Dolan Revocable Trust, 762 shares of Class A Common Stock held by his spouse as custodian for a minor child, an aggregate of 2,842,880

shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the 2009 Family Trusts, an aggregate of 1,501,208 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts and 109,322 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Charles F. Dolan 2012 Descendants Trust, and this report shall not be deemed to be an admission that he is the beneficial owner of such securities. See Exhibit A.

Mary S. Dolan may be deemed to beneficially own an aggregate of 6,421,299 shares of Class A Common Stock, including (i) 62,933 shares of Class A Common Stock and (ii) 6,358,366 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 9.6% of the shares of Class A Common Stock currently outstanding. She may be deemed to have (a) the sole power to vote or direct the vote and to dispose of or direct the disposition of 6,810 shares of Class A Common Stock held as custodian for one or more minor children and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 6,414,489 shares of Class A Common Stock (including 8,259 shares of Class A Common Stock owned of record jointly with her spouse, an aggregate of 47,864 shares of Class A Common Stock owned of record by the Dolan Children Trusts for the benefit of Deborah A. Dolan-Sweeney and Patrick F. Dolan, an aggregate of 1,804,996 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trusts for the benefit of Deborah Dolan-Sweeney and Patrick F. Dolan, 99,960 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Kathleen M. Dolan 2012 Descendants Trust, an aggregate of 2,842,880 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the 2009 Family Trusts, an aggregate of 1,501,208 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts, and 109,322 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Charles F. Dolan 2012 Descendants Trust). She disclaims beneficial ownership of 6,810 shares of Class A Common Stock held as custodian for one or more minor children, an aggregate of 47,864 shares of Class A Common Stock owned of record by the Dolan Children Trusts for the benefit of Deborah Dolan-Sweeney and Patrick F. Dolan, an aggregate of 1,804,996 shares of Class A Common Stock issuable upon the conversion of Class B Common Stock owned of record by the Dolan Children Trusts for the benefit of Deborah Dolan-Sweeney and Patrick F. Dolan, 99,960 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Kathleen M. Dolan 2012 Descendants Trust, an aggregate of 2,842,880 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the 2009 Family Trusts, an aggregate of 1,501,208 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts, and 109,322 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Charles F. Dolan 2012 Descendants Trust, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

The Charles F. Dolan Children Trust FBO James L. Dolan may be deemed to beneficially own an aggregate of 966,844 shares of Class A Common Stock, including (i) 39,886 shares of Class A Common Stock and (ii) 926,958 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kathleen M. Dolan and Paul J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 15 of this Schedule 13D is hereby incorporated by reference.

The Charles F. Dolan Children Trust FBO Thomas C. Dolan may be deemed to beneficially own an aggregate of 966,844 shares of Class A Common Stock, including (i) 39,886 shares of Class A Common Stock and (ii) 926,958 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kathleen M. Dolan and Matthew J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 16 of this Schedule 13D is hereby incorporated by reference.

The Charles F. Dolan Children Trust FBO Patrick F. Dolan may be deemed to beneficially own an aggregate of 886,015 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kathleen M. Dolan and Mary S. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 17 of this Schedule 13D is hereby incorporated by reference.

The Charles F. Dolan Children Trust FBO Kathleen M. Dolan may be deemed to beneficially own an aggregate of 966,845 shares of Class A Common Stock, including (i) 47,864 shares of Class A Common Stock and (ii) 918,981 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kathleen M. Dolan and Paul J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 18 of this Schedule 13D is hereby incorporated by reference.

The Charles F. Dolan Children Trust FBO Marianne Dolan Weber may be deemed to beneficially own an aggregate of 938,666 shares of Class A Common Stock, including (i) 47,864 shares of Class A Common Stock and (ii) 890,802 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kathleen M. Dolan and Matthew J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 19 of this Schedule 13D is hereby incorporated by reference.

The Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney may be deemed to beneficially own an aggregate of 966,845 shares of Class A Common Stock, including (i) 47,864 shares of Class A Common Stock and (ii) 918,981 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kathleen M. Dolan and Mary S. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. The information contained on page 20 of this Schedule 13D is hereby incorporated by reference.

The 2009 Family Trust FBO James L. Dolan may be deemed to beneficially own an aggregate of 887,064 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Mary S. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 21 of this Schedule 13D is hereby incorporated by reference.

The 2009 Family Trust FBO Thomas C. Dolan may be deemed to beneficially own an aggregate of 921,125 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Mary S. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 22 of this Schedule 13D is hereby incorporated by reference.

The 2009 Family Trust FBO Patrick F. Dolan may be deemed to beneficially own an aggregate of 61,790 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Mary S. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 23 of this Schedule 13D is hereby incorporated by reference.

The 2009 Family Trust FBO Kathleen M. Dolan may be deemed to beneficially own an aggregate of 370,862 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Mary S. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 24 of this Schedule 13D is hereby incorporated by reference.

The 2009 Family Trust FBO Marianne Dolan Weber may be deemed to beneficially own an aggregate of 433,862 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Mary S. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 25 of this Schedule 13D is hereby incorporated by reference.

The 2009 Family Trust FBO Deborah A. Dolan-Sweeney may be deemed to beneficially own an aggregate of 168,177 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Mary S. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 26 of this Schedule 13D is hereby incorporated by reference.

The Ryan Dolan 1989 Trust may be deemed to beneficially own an aggregate of 15,156 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kathleen M. Dolan is the trustee and has the sole power to vote and dispose of the shares held by the trust. The information contained on page 27 of this Schedule 13D is hereby incorporated by reference.

The Tara Dolan 1989 Trust may be deemed to beneficially own an aggregate of 15,156 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kathleen M. Dolan is the trustee and has the sole power to vote and dispose of the shares held by the trust. The information contained on page 28 of this Schedule 13D is hereby incorporated by reference.

The CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan may be deemed to beneficially own an aggregate of 375,302 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Lawrence J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 30 of this Schedule 13D is hereby incorporated by reference.

The CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan may be deemed to beneficially own an aggregate of 375,302 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Lawrence J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 31 of this Schedule 13D is hereby incorporated by reference.

The CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber may be deemed to beneficially own an aggregate of 375,302 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Lawrence J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 32 of this Schedule 13D is hereby incorporated by reference.

The CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney may be deemed to beneficially own an aggregate of 375,302 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Lawrence J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 33 of this Schedule 13D is hereby incorporated by reference.

The Charles F. Dolan 2012 Descendants Trust may be deemed to beneficially own an aggregate of 109,322 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. David M. Dolan and Lawrence J. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Charles F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 34 of this Schedule 13D is hereby incorporated by reference.

The Kathleen M. Dolan 2012 Descendants Trust may be deemed to beneficially own an aggregate of 99,960 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Paul J. Dolan and Mary S. Dolan are the trustees and have the shared power to vote and dispose of the shares held by the trust. Kathleen M. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because she has the right to substitute assets with the trust, subject to the trustees' reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 35 of this Schedule 13D is hereby incorporated by reference.

The Deborah A. Dolan-Sweeney 2012 Descendants Trust may be deemed to beneficially own an aggregate of 197,645 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Brian G. Sweeney is the trustee and has the sole power to vote and dispose of the shares held by the trust. Deborah A. Dolan-Sweeney may be deemed to share power to direct the disposition of the shares held by the trust because she has the right to substitute assets with the trust, subject to the trustee's reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 36 of this Schedule 13D is hereby incorporated by reference.

The Marianne E. Dolan Weber 2012 Descendants Trust may be deemed to beneficially own an aggregate of 99,960 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Deborah A. Dolan-Sweeney is the trustee and has the sole power to vote and dispose of the shares held by the trust. Marianne E. Dolan Weber may be deemed to share power to direct the disposition of the shares held by the trust because she has the right to substitute assets with the trust, subject to the trustee's reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 37 of this Schedule 13D is hereby incorporated by reference.



The Patrick F. Dolan 2012 Descendants Trust may be deemed to beneficially own an aggregate of 102,032 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Deborah A. Dolan-Sweeney is the trustee and has the sole power to vote and dispose of the shares held by the trust. Patrick F. Dolan may be deemed to share power to direct the disposition of the shares held by the trust because he has the right to substitute assets with the trust, subject to the trustee's reasonable satisfaction that the substitute assets received by the trust are of equal value to the trust property exchanged therefor. The information contained on page 38 of this Schedule 13D is hereby incorporated by reference.

The CFD 2010 Grandchildren Trust FBO Aidan Dolan may be deemed to beneficially own an aggregate of 17,030 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kristin A. Dolan is the trustee and has the sole power to vote and dispose of the shares held by the trust. The information contained on page 39 of this Schedule 13D is hereby incorporated by reference.

The CFD 2010 Grandchildren Trust FBO Quentin Dolan may be deemed to beneficially own an aggregate of 17,030 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. Kristin A. Dolan is the trustee and has the sole power to vote and dispose of the shares held by the trust. The information contained on page 40 of this Schedule 13D is hereby incorporated by reference.

Paul J. Dolan may be deemed to beneficially own an aggregate of 2,136,106 shares of Class A Common Stock, including (i) 190,207 shares of Class A Common Stock, and (ii) 1,945,899 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 3.4% of the shares of Class A Common Stock currently outstanding. He may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 96,550 shares of Class A Common Stock (including 5,108 shares of Class A Common Stock held as custodian for one or more minor children and 91,442 shares of Class A Common Stock owned of record by the CFD Trust No. 10) and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 2,039,556 shares of Class A Common Stock (including 5,907 shares of Class A Common Stock owned of record jointly with his spouse, an aggregate of 87,750 shares of Class A Common Stock owned of record by the Dolan Children Trusts for the benefit of Kathleen M. Dolan and James L. Dolan, an aggregate of 1,845,939 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trusts for the benefit of Kathleen M. Dolan and James L. Dolan and 99,960 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Kathleen M. Dolan 2012 Descendants Trust). He disclaims beneficial ownership of 5,108 shares of Class A Common Stock held as custodian for one or more minor children, 91,442 shares of Class A Common Stock owned of record by the CFD Trust No. 10, an aggregate of 87,750 shares of Class A Common Stock owned of record by the Dolan Children Trusts for the benefit of Kathleen M. Dolan and James L. Dolan, an aggregate of 1,845,939 shares of Class B Common Stock owned of record by the Dolan Children Trusts for the benefit of Kathleen M. Dolan and James L. Dolan, and 99,960 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Kathleen M. Dolan 2012 Descendants Trust, and this report shall not be deemed to be an admission that he is the beneficial owner of such securities. See Exhibit A.

Matthew J. Dolan may be deemed to beneficially own an aggregate of 1,908,647 shares of Class A Common Stock, including (i) 90,887 shares of Class A Common Stock and (ii) 1,817,760 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 3.0% of the shares of Class A Common Stock currently outstanding. He may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 3,137 shares of Class A Common Stock (including 1,750 shares of Class A Common Stock owned of record personally and 1,387 shares of Class A Common Stock held as custodian for a minor child) and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 1,905,510 shares of Class A Common Stock (including an aggregate of 87,750 shares of Class A Common stock owned of record by the Dolan Children Trusts for the benefit of Marianne Dolan Weber and

Thomas C. Dolan and an aggregate of 1,817,760 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trusts for the benefit of Marianne Dolan Weber and Thomas C. Dolan). He disclaims beneficial ownership of 1,387 shares of Class A Common Stock held as custodian for a minor child, an aggregate of 87,750 shares of Class A Common Stock owned of record by the Dolan Children Trusts for the benefit of Marianne Dolan Weber and Thomas C. Dolan and an aggregate of 1,817,760 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trusts for the benefit of Marianne Dolan Weber and Thomas C. Dolan, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

Brian G. Sweeney may be deemed to beneficially own an aggregate of 1,407,594 shares of Class A Common Stock, including (i) 83,333 shares of Class A Common Stock and (ii) 1,324,261 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 2.3% of the shares of Class A Common Stock currently outstanding. He may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 233,114 shares of Class A Common Stock (including 27,794 shares of Class A Common Stock owned of record personally, 7,675 shares of Class A Common Stock held as custodian for one or more minor children, and 197,645 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Deborah A. Dolan-Sweeney 2012 Descendants Trust for which he serves as trustee) and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 1,174,480 shares of Class A Common Stock (including 5,643 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by his spouse, an aggregate of 47,864 shares of Class A Common Stock owned of record by the Dolan Children Trust for the benefit of his spouse, 918,981 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for the benefit of his spouse, and an aggregate of 201,992 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Marianne E. Dolan Weber 2012 Descendants Trust and the Patrick F. Dolan 2012 Descendants Trust for which his spouse serves as trustee). He disclaims beneficial ownership of 5,643 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by his spouse, 7,675 shares of Class A Common Stock held as custodian for one or more minor children, 47,864 shares of Class A Common Stock owned of record by the Dolan Children Trust for the benefit of his spouse, 918,981 shares of Class A Common Stock issuable upon the conversion of Class B Common Stock owned of record by the Dolan Children Trust for the benefit of his spouse, 197,645 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Deborah A. Dolan-Sweeney 2012 Descendants Trust for which he serves as trustee, and an aggregate of 201,992 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Marianne E. Dolan Weber 2012 Descendants Trust and the Patrick F. Dolan 2012 Descendants Trust for which his spouse serves as trustee, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

Kristin A. Dolan may be deemed to beneficially own an aggregate of 1,308,398 shares of Class A Common Stock, including (i) 184,851 shares of Class A Common Stock (including options to purchase 66,000 shares of Class A Common Stock that are exercisable within sixty days of this filing) and (ii) 1,123,547 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock. This aggregate amount represents approximately 2.1% of the shares of Class A Common Stock currently outstanding. She may be deemed to have (a) the sole power to vote or direct the vote of and to dispose of or to direct the disposition of 40,681 shares of Class A Common Stock (including 6,221 shares of Class A Common Stock, 400 shares of Class A Common Stock held personally through a 401(k) plan, and an aggregate of 34,060 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts FBO Aidan and Quentin Dolan for which she serves as trustee) and (b) the current shared power to vote or direct the vote of and to dispose of or direct the disposition of 1,267,717 shares of Class A

Common Stock (including 65,719 shares of Class A Common Stock and options to purchase 66,000 shares of Class A Common Stock that are exercisable within sixty days of this filing and 162,529 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record personally by her spouse, 1,250 shares of Class A Common Stock owned of record jointly with her spouse, 1,925 shares of Class A Common Stock held as custodian by her spouse for one or more minor children, 3,450 shares of Class A Common Stock owned of record by members of her household, and 39,886 shares of Class A Common Stock owned of record by the Dolan Children Trust for the benefit of her spouse and 926,958 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the Dolan Children Trust for the benefit of her spouse). She disclaims beneficial ownership of 1,925 shares of Class A Common Stock held as custodian by her spouse for one or more minor children, 3,450 shares of Class A Common Stock owned of record by members of her household, 65,719 shares of Class A Common Stock and options to purchase 66,000 shares of Class A Common Stock that are exercisable within sixty days of this filing and 162,529 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record personally by her spouse, 39,886 shares of Class A Common Stock owned of record by the Dolan Children Trust for the benefit of her spouse, 926,958 shares of Class A Common Stock issuable upon the conversion of Class B Common Stock owned of record by the Dolan Children Trust for the benefit of her spouse, and an aggregate of 34,060 shares of Class A Common Stock issuable upon conversion of an equal number of shares of Class B Common Stock owned of record by the CFD 2010 Grandchildren Trusts FBO Aidan and Quentin Dolan for which she serves as trustee, and this report shall not be deemed to be an admission that such person is the beneficial owner of such securities. See Exhibit A.

(c) The following transactions in the Issuer’s Securities have been effected by Group Members within the 60 days prior to this filing:

On September 11, 2015 Helen A. Dolan repaid principal and interest on promissory notes in the amounts set forth in the table below held by the trusts listed in the table below through the transfer by the HAD 2009 Trust to each of the respective trusts of the number of shares of Class B Common Stock listed in the table below. The shares were valued at \$72.64 per share, the mean of the high and low trading price for the Class A Common Stock on September 11, 2015, for such purpose.

<u>Number of shares of Class B Common Stock transferred to Trust</u>	<u>Principal and Interest Repaid by Helen A. Dolan</u>	<u>Transferee</u>
58,819	\$ 4,272,318.07	CFD 2009 Family Trust FBO James L. Dolan
58,819	\$ 4,272,318.07	CFD 2009 Family Trust FBO Thomas C. Dolan
58,819	\$ 4,272,318.07	CFD 2009 Family Trust FBO Patrick F. Dolan
58,819	\$ 4,272,318.07	CFD 2009 Family Trust FBO Kathleen M. Dolan
58,819	\$ 4,272,318.07	CFD 2009 Family Trust FBO Deborah A. Dolan-Sweeney
58,819	\$ 4,272,318.07	CFD 2009 Family Trust FBO Marianne E. Dolan Weber

(d) See Exhibit A, which is incorporated by reference herein.

**Item 6      Contracts, Arrangements, Understandings or Relationships with respect to Securities of the Issuer**

The disclosure in the section of Item 6 entitled “THE CLASS B STOCKHOLDERS AGREEMENT” is hereby amended to read in its entirety as follows:

On June 9, 2011, the Group Members executed a Stockholders’ Agreement (the “Class B Stockholders Agreement”), as amended by the Amended and Restated Class B Stockholders’ Agreement, dated November 15, 2013, and by the Second A&R Class B Stockholders’ Agreement. The purpose of the Class B Stockholders’ Agreement is to consolidate control of the Issuer among the Group Members. As a result of this agreement and action taken by the Issuer’s board of directors, the Issuer qualifies as a “controlled company” under the rules of the NASDAQ Global Markets.

**Voting.** Under the Second A&R Class B Stockholders’ Agreement, the Group Members have agreed to vote as a group with respect to any matter on which any shares of Class B Common Stock are entitled to vote. Decisions on how the Group Members will vote with respect to their shares of Class B Common Stock will be made in accordance with the determination of the Dolan Family Committee. The Dolan Family Committee consists of Charles F. Dolan and the Dolan Siblings (James L. Dolan, Thomas C. Dolan, Patrick F. Dolan Kathleen M. Dolan, Deborah A. Dolan-Sweeney and Marianne Dolan Weber). The Dolan Family Committee generally acts by vote of a majority of the Dolan Siblings, except that approval of a going-private transaction must be approved by a two-thirds vote and approval of a change in control transaction must be approved by not less than all but one of the Dolan Siblings. The decisions of the Dolan Family Committee will be non-binding with respect to certain Class B Shareholders that are trusts (the “Excluded Trusts”). The Excluded Trusts will vote their shares of Class B Common Stock at the direction of Excluded Trusts holding a majority of the shares of Class B Common Stock held by all of the Excluded Trusts, except that supermajority approval will be required for a vote in favor of any transaction that would result in a change in control of the Issuer or a going-private transaction with respect to the Issuer.

**Transfers.** Without the approval of the Dolan Family Committee, acting by a two-thirds vote, a Class B Stockholder may not transfer shares of Class B Common Stock other than to Group Members and related persons (each such party, a “Permitted Holder”), unless such shares are first converted into shares of Class A Common Stock. The foregoing requirement and the other transfer restrictions in the Second A&R Class B Stockholders’ Agreement do not apply to Charles F. Dolan or Helen A. Dolan or any trust of which either of them is a trustee to the extent approved by Charles F. Dolan and at least two Dolan Siblings.

**Change in Control.** No Class B Stockholders will be permitted to sell their shares of Class B Common Stock if such sale would result in a change in control of the Issuer, unless such sale is approved by not less than all but one of the Dolan Siblings.

**Market Sale.** Subject to the other transfer provisions, the parties to the Second A&R Class B Stockholders’ Agreement will have a right of first offer and a tag-along right with respect to any proposed sale of shares of Class B Common Stock (after conversion to shares of Class A Common Stock) in an open market sale.

**Right of First Refusal.** Subject to the other transfer provisions, the parties to the Second A&R Class B Stockholders’ Agreement will have a right of first refusal with respect to any proposed sale of shares of Class B Common Stock, other than to a Permitted Holder, in a private transaction.

Tag-Along Rights. Subject to the other transfer provisions, the parties to the Second A&R Class B Stockholders' Agreement will have a tag-along right with respect to any proposed sale of shares of Class B Common Stock, other than to a Permitted Holder, if such sale would result in a change in control of the Issuer.

Drag-Along Rights. If, after complying with the other transfer provisions, one or more Class B Stockholders propose to sell all of their shares of Class B Common Stock, other than to a Permitted Holder, and such sale would result in a change in control of the Issuer, such Class B Stockholders will have the right to require the other Class B Stockholders to sell all of their shares of Class B Common Stock in the same transaction.

The Second A&R Class B Stockholders' Agreement also contains certain agreements among the Group Members related to the pledge of shares of Class B Common Stock, the exercise of registration rights and other matters.

The foregoing summary of the Second A&R Class B Stockholders' Agreement does not purport to be complete and is qualified in its entirety by reference to the Second A&R Class B Stockholders' Agreement, which is filed as Exhibit 7 to this Amendment No. 7 to Schedule 13D and incorporated herein by reference.

**Item 7            Material to be Filed as an Exhibit**

The disclosure in Item 7 is hereby supplemented by adding the following in appropriate numerical order:

Exhibit B.7: Joint Filing Agreement, dated October 2, 2015.

Exhibit 7: Second Amended and Restated Class B Stockholders Agreement, dated October 1, 2015.

Signature.

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Date: October 2, 2015

CHARLES F. DOLAN, individually, and as Trustee of the  
Charles F. Dolan 2009 Revocable Trust

\_\_\_\_\_  
\*

Charles F. Dolan

HELEN A. DOLAN, individually, and as Trustee  
of the Helen A. Dolan 2009 Revocable Trust

\_\_\_\_\_  
\*

Helen A. Dolan

JAMES L. DOLAN, individually

\_\_\_\_\_  
\*

James L. Dolan

THOMAS C. DOLAN, individually

/s/ Thomas C. Dolan  
\_\_\_\_\_  
Thomas C. Dolan

PATRICK F. DOLAN, individually

\_\_\_\_\_  
\*

Patrick F. Dolan

MARIANNE E. DOLAN WEBER, individually

\_\_\_\_\_  
\*

Marianne E. Dolan Weber

DEBORAH A. DOLAN-SWEENEY, individually, and as  
Trustee of the Marianne E. Dolan Weber 2012 Descendants  
Trust and the Patrick F. Dolan 2012 Descendants Trust

\_\_\_\_\_  
\*

Deborah A. Dolan-Sweeney

KATHLEEN M. DOLAN, individually, and as a Trustee of the Charles F. Dolan Children Trust FBO Kathleen M. Dolan, the Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney, the Charles F. Dolan Children Trust FBO Marianne Dolan Weber, the Charles F. Dolan Children Trust FBO Patrick F. Dolan, the Charles F. Dolan Children Trust FBO Thomas C. Dolan and the Charles F. Dolan Children Trust FBO James L. Dolan, and as Trustee of the Ryan Dolan 1989 Trust and the Tara Dolan 1989 Trust

\*

Kathleen M. Dolan

CHARLES F. DOLAN CHILDREN TRUST FBO KATHLEEN M. DOLAN

CHARLES F. DOLAN CHILDREN TRUST FBO JAMES L. DOLAN

\*

By: Paul J. Dolan, Trustee

CHARLES F. DOLAN CHILDREN TRUST FBO MARIANNE DOLAN WEBER

CHARLES F. DOLAN CHILDREN TRUST FBO THOMAS C. DOLAN

\*

By: Matthew J. Dolan, Trustee

CHARLES F. DOLAN CHILDREN TRUST FBO DEBORAH DOLAN-SWEENEY

CHARLES F. DOLAN CHILDREN TRUST FBO PATRICK F. DOLAN

\*

By: Mary S. Dolan, Trustee

KATHLEEN M. DOLAN 2012 DESCENDANTS TRUST

\*

By: Mary S. Dolan, Trustee

\*

By: Paul J. Dolan, Trustee

CFD 2009 FAMILY TRUST FBO KATHLEEN M. DOLAN

CFD 2009 FAMILY TRUST FBO DEBORAH A. DOLAN-SWEENEY

CFD 2009 FAMILY TRUST FBO MARIANNE E. DOLAN WEBER

CFD 2009 FAMILY TRUST FBO PATRICK F. DOLAN

CFD 2009 FAMILY TRUST FBO THOMAS C. DOLAN

CFD 2009 FAMILY TRUST FBO JAMES L. DOLAN

CFD 2010 GRANDCHILDREN TRUST FBO  
DESCENDANTS OF KATHLEEN M. DOLAN

CFD 2010 GRANDCHILDREN TRUST FBO  
DESCENDANTS OF DEBORAH A. DOLAN-SWEENEY

CFD 2010 GRANDCHILDREN TRUST FBO  
DESCENDANTS OF MARIANNE E. DOLAN WEBER

CFD 2010 GRANDCHILDREN TRUST FBO  
DESCENDANTS OF PATRICK F. DOLAN

CHARLES F. DOLAN 2012 DESCENDANTS TRUST

\*

By: Mary S. Dolan, Trustee

\*

By: David M. Dolan, Trustee



DEBORAH A. DOLAN-SWEENEY 2012 DESCENDANTS TRUST

/s/ Brian G. Sweeney

By: Brian G. Sweeney, as Trustee

CFD 2010 GRANDCHILDREN TRUST FBO AIDAN DOLAN

CFD 2010 GRANDCHILDREN TRUST FBO QUENTIN DOLAN

\*

By: Kristin A. Dolan, as Trustee

DAVID M. DOLAN, as a Trustee of the CFD 2009 Family Trust FBO James L. Dolan, the CFD 2009 Family Trust FBO Thomas C. Dolan, the CFD 2009 Family Trust FBO Patrick F. Dolan, the CFD 2009 Family Trust FBO Kathleen M. Dolan, the CFD 2009 Family Trust FBO Marianne E. Dolan Weber, the CFD 2009 Family Trust FBO Deborah A. Dolan-Sweeney, the CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan, the CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney, the CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber, the CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan and the Charles F. Dolan 2012 Descendants Trust

\*

David M. Dolan

MARY S. DOLAN, as a Trustee of the Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney, the Charles F. Dolan Children Trust FBO Patrick F. Dolan, the Kathleen M. Dolan 2012 Descendants Trust, the CFD 2009 Family Trust FBO James L. Dolan, the CFD 2009 Family Trust FBO Thomas C. Dolan, the CFD 2009 Family Trust FBO Patrick F. Dolan, the CFD 2009 Family Trust FBO Kathleen M. Dolan, the CFD 2009 Family Trust FBO Marianne E. Dolan Weber, the CFD 2009 Family Trust FBO Deborah A. Dolan-Sweeney, the CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan, the CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney, the CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber, the CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan and the Charles F. Dolan 2012 Descendants Trust

\*

Mary S. Dolan

\*By: /s/ Brian G. Sweeney  
Brian G. Sweeney  
as Attorney-in-Fact

JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned agree that the Statement on Schedule 13D to which this exhibit is attached is filed on behalf of each of them.

Date: October 2, 2015

CHARLES F. DOLAN, individually, and as Trustee of the Charles F. Dolan 2009 Revocable Trust

\*

Charles F. Dolan

HELEN A. DOLAN, individually, and as Trustee of the Helen A. Dolan 2009 Revocable Trust

\*

Helen A. Dolan

JAMES L. DOLAN, individually

\*

James L. Dolan

THOMAS C. DOLAN, individually

/s/ Thomas C. Dolan

Thomas C. Dolan

PATRICK F. DOLAN, individually

\*

Patrick F. Dolan

MARIANNE E. DOLAN WEBER, individually

\*

Marianne E. Dolan Weber

DEBORAH A. DOLAN-SWEENEY, individually, and as Trustee of the Marianne E. Dolan Weber 2012 Descendants Trust and the Patrick F. Dolan 2012 Descendants Trust

\*

Deborah A. Dolan-Sweeney

KATHLEEN M. DOLAN, individually, and as a Trustee of the Charles F. Dolan Children Trust FBO Kathleen M. Dolan, the Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney, the Charles F. Dolan Children Trust FBO Marianne Dolan Weber, the Charles F. Dolan Children Trust FBO Patrick F. Dolan, the Charles F. Dolan Children Trust FBO Thomas C. Dolan and the Charles F. Dolan Children Trust FBO James L. Dolan, and as Trustee of the Ryan Dolan 1989 Trust and the Tara Dolan 1989 Trust

\*

Kathleen M. Dolan

CHARLES F. DOLAN CHILDREN TRUST FBO  
KATHLEEN M. DOLAN

CHARLES F. DOLAN CHILDREN TRUST FBO JAMES L.  
DOLAN

\*

By: Paul J. Dolan, Trustee

CHARLES F. DOLAN CHILDREN TRUST FBO  
MARIANNE DOLAN WEBER

CHARLES F. DOLAN CHILDREN TRUST FBO THOMAS  
C. DOLAN

\*

By: Matthew J. Dolan, Trustee

CHARLES F. DOLAN CHILDREN TRUST FBO DEBORAH  
DOLAN-SWEENEY

CHARLES F. DOLAN CHILDREN TRUST FBO PATRICK  
F. DOLAN

\*

By: Mary S. Dolan, Trustee

KATHLEEN M. DOLAN 2012 DESCENDANTS TRUST

\*

By: Mary S. Dolan, Trustee

\*

By: Paul J. Dolan, Trustee

CFD 2009 FAMILY TRUST FBO KATHLEEN M. DOLAN

CFD 2009 FAMILY TRUST FBO DEBORAH A. DOLAN-SWEENEY

CFD 2009 FAMILY TRUST FBO MARIANNE E. DOLAN WEBER

CFD 2009 FAMILY TRUST FBO PATRICK F. DOLAN

CFD 2009 FAMILY TRUST FBO THOMAS C. DOLAN

CFD 2009 FAMILY TRUST FBO JAMES L. DOLAN

CFD 2010 GRANDCHILDREN TRUST FBO  
DESCENDANTS OF KATHLEEN M. DOLAN

CFD 2010 GRANDCHILDREN TRUST FBO  
DESCENDANTS OF DEBORAH A. DOLAN-SWEENEY

CFD 2010 GRANDCHILDREN TRUST FBO  
DESCENDANTS OF MARIANNE E. DOLAN WEBER

CFD 2010 GRANDCHILDREN TRUST FBO  
DESCENDANTS OF PATRICK F. DOLAN

CHARLES F. DOLAN 2012 DESCENDANTS TRUST

\*

By: Mary S. Dolan, Trustee

\*

By: David M. Dolan, Trustee

DEBORAH A. DOLAN-SWEENEY 2012 DESCENDANTS TRUST

/s/ Brian G. Sweeney

By: Brian G. Sweeney, as Trustee

CFD 2010 GRANDCHILDREN TRUST FBO AIDAN DOLAN

CFD 2010 GRANDCHILDREN TRUST FBO QUENTIN DOLAN

\*

By: Kristin A. Dolan, as Trustee

DAVID M. DOLAN, as a Trustee of the CFD 2009 Family Trust FBO James L. Dolan, the CFD 2009 Family Trust FBO Thomas C. Dolan, the CFD 2009 Family Trust FBO Patrick F. Dolan, the CFD 2009 Family Trust FBO Kathleen M. Dolan, the CFD 2009 Family Trust FBO Marianne E. Dolan Weber, the CFD 2009 Family Trust FBO Deborah A. Dolan-Sweeney, the CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan, the CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney, the CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber, the CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan and the Charles F. Dolan 2012 Descendants Trust

\*

David M. Dolan

MARY S. DOLAN, as a Trustee of the Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney, the Charles F. Dolan Children Trust FBO Patrick F. Dolan, the Kathleen M. Dolan 2012 Descendants Trust, the CFD 2009 Family Trust FBO James L. Dolan, the CFD 2009 Family Trust FBO Thomas C. Dolan, the CFD 2009 Family Trust FBO Patrick F. Dolan, the CFD 2009 Family Trust FBO Kathleen M. Dolan, the CFD 2009 Family Trust FBO Marianne E. Dolan Weber, the CFD 2009 Family Trust FBO Deborah A. Dolan-Sweeney, the CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan, the CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney, the CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber, the CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan and the Charles F. Dolan 2012 Descendants Trust

\*

Mary S. Dolan

\*By: /s/ Brian G. Sweeney  
Brian G. Sweeney  
as Attorney-in-Fact

AMC NETWORKS INC.  
SECOND AMENDED AND RESTATED  
CLASS B STOCKHOLDERS' AGREEMENT  
dated as of October 1, 2015



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SECOND AMENDED AND RESTATED CLASS B STOCKHOLDERS' AGREEMENT

Second Amended and Restated Class B Stockholders' Agreement (as amended from time to time, the "Agreement"), dated as of October 1, 2015, by and among each of the signatories hereto and each Person who becomes a party to this Agreement in accordance with Section 13.5 hereof.

W I T N E S S E T H:

WHEREAS, holders of Class B common stock ("Class B Common Stock") of AMC Networks Inc., a Delaware corporation ("AMC"), and certain other parties entered into an Amended and Restated Class B Stockholders' Agreement, dated November 15, 2013 (the "Amended Agreement"), which amended and restated the Class B Stockholders' Agreement, dated June 9, 2011 (the "Original Agreement");

WHEREAS, each of the Class B Stockholders listed on Schedule A hereto is currently the record owner of Shares, in the amounts set forth next to such stockholder's name on such schedule;

WHEREAS, the Shares owned by most of the individual Class B Stockholders represent only a small portion of the voting power of all of the outstanding shares of common stock of AMC, but, collectively, the Shares owned by all the Class B Stockholders represent a significant portion of such voting power;

WHEREAS, each of the Class B Stockholders, each of the trustees (each individually, a "Trustee" and collectively, the "Trustees") of the Class B Stockholders which are trusts (each such trust, a "Class B Trust" and collectively, the "Class B Trusts") and each of the Members (as defined in Section 2.1) believes that it is in the best long-term interests of the Class B Stockholders and the beneficiaries of the Class B Trusts to consolidate and unify the voting, management and control power represented by the Shares, to qualify AMC as a "controlled company" under the listing standards of the NASDAQ Global Market and to ensure the continued control of AMC by the family of Charles F. Dolan;

WHEREAS, each of the agreements establishing the respective Class B Trusts provides, in part, that the Trustee or Trustees of each of such Class B Trusts may enter into this Agreement on behalf of such Class B Trusts, and each such Trustee has been duly authorized, on behalf of such Class B Trusts, to enter into, execute and deliver this Agreement and perform all of the obligations contained herein, including, without limitation, those provisions with respect to the voting and transfer of Shares;

WHEREAS, at a meeting of the Board of Directors of AMC (the "Board"), held on June 6, 2011, the Board approved the Original Agreement and the entering into the Original Agreement by each of the Class B Stockholders;

WHEREAS, to reflect certain changes to the Amended Agreement, the parties hereto desire to amend and restate the Amended Agreement, on the terms and subject to the conditions set forth herein; and

WHEREAS, certain capitalized terms used herein are defined in Section 14.

NOW THEREFORE, in consideration of the premises and of the mutual promises and agreements contained herein, the Class B Stockholders and the Members agree as follows:

Section 1. Voting Arrangements.

1.1. On any matter on which any Shares are entitled to vote, each Class B Stockholder shall vote all of the respective Shares over which such Class B Stockholder has voting control and shall take all other necessary or desirable actions within such respective Class B Stockholder's control (including in his or her capacity as a stockholder, trustee or otherwise, and including, without limitation, attendance at meetings in person or by proxy for purposes of obtaining a quorum and/or execution of written consents in lieu of meetings) to vote all such Shares that may be voted on such matter as follows:

(a) in accordance with the determination of the Dolan Family Committee, acting by Majority Vote, except in the case of (i) a vote on a Going-Private Transaction, in which case acting by a Two-Thirds Majority Vote (it being understood and agreed that nothing in this Agreement shall be construed to require any Class B Stockholder to participate, directly or indirectly, as a buyer in any Going-Private Transaction) and (ii) a vote on a transaction that would result in a Change in Control, in which case acting by a Supermajority Vote; provided that, with respect to any Excluded Trust, the decisions of the Dolan Family Committee will be deemed non-binding recommendations and nothing in this Section 1.1(a) shall require the Trustees of the Excluded Trusts to act in accordance with the determination of the Dolan Family Committee; and

(b) with respect to any Excluded Trusts, in accordance with the determination of Excluded Trusts holding a majority of the Shares held by all of the Excluded Trusts, except in the case of a vote on a Going-Private Transaction or a transaction that would result in a Change of Control, in which case in accordance with the determination of Excluded Trusts holding two-thirds of the Shares held by all of the Excluded Trusts, in each case that are voted at a meeting of the Excluded Trusts; provided that (i) at least a majority of the then outstanding Shares held by all of the Excluded Trusts is represented at such meeting (including by proxy), (ii) all Excluded Trusts have been duly notified, or have waived notice, of such meeting in accordance with the provisions set forth in Section 4.2 (in analogous application thereof), (iii) such meeting may be attended telephonically or by other means by virtue of which all persons participating in the meeting can hear each other and (iv) notwithstanding the foregoing, any action required or permitted to be taken at any meeting of

the Excluded Trusts may be taken without a meeting if Excluded Trusts representing a majority or, in the case of a Going-Private Transaction or a transaction that would result in a Change of Control, two-thirds of the then outstanding Shares held by all of the Excluded Trusts consent thereto in writing.

1.2. In order to secure each Class B Stockholder's obligation to vote its, his or her Shares in accordance with the provisions of Section 1.1, each Class B Stockholder, other than any Excluded Trust, hereby appoints such person as shall be designated in connection with each vote pursuant to Section 1.1 by the Dolan Family Committee (such person, the "Applicable Proxy"), as its, his or her true and lawful proxy and attorney-in-fact, with full power of substitution, to vote all of such Class B Stockholder's Shares as provided for in Section 1.1. The Applicable Proxy may exercise the irrevocable proxy granted to it hereunder at any time any Class B Stockholder fails to comply with the provisions of Section 1.1. The proxies and powers granted by each Class B Stockholder pursuant to this Section 1.2 are coupled with an interest and are given to secure the performance of the obligations under this Agreement. Such proxies and powers will be irrevocable until terminated as provided in this Section 1.2 or the termination of this Agreement and will survive the death, incompetency and disability of each such Class B Stockholder who is an individual and the existence of each such Class B Stockholder that is a trust or other entity. It is understood and agreed that the Applicable Proxy will not use such irrevocable proxy unless a Class B Stockholder fails to comply with Section 1.1 and that, to the extent the Applicable Proxy uses such irrevocable proxy, it will only vote such Shares with respect to the matters specified in, and in accordance with the provisions of, Section 1.1.

1.3. In the event any action is taken by written consent pursuant to Section 1.1(b), the other Class B Stockholders shall be promptly notified of such written consent and such written consent shall be filed with the minutes of the proceedings of the Class B Stockholders.

1.4. The Trustees of the Excluded Trusts will discuss their voting intentions with the Dolan Family Committee in advance of any vote by the Class B Stockholders.

## Section 2. The Dolan Family Committee.

2.1. The Class B Stockholders hereby create a committee to exercise, to the extent and in the manner provided herein, certain voting, management and control powers over the Class B Common Stock (the "Dolan Family Committee"), which shall initially consist of seven members (each individually, a "Member", and collectively, the "Members").

2.2. The Class B Stockholders hereby designate Charles F. Dolan, Kathleen M. Dolan, Deborah A. Dolan-Sweeney, Marianne E. Dolan Weber, Patrick F. Dolan, Thomas C. Dolan and James L. Dolan as the initial Members, each of whom hereby accepts such designation and hereby agrees to act as a Member hereunder.

2.3. The Dolan Family Committee shall make all reasonable efforts to meet and discuss any matter to be voted on by the Class B Stockholders prior to the taking of such vote.

2.4. Each Member, other than Charles F. Dolan, shall have the power to designate, by an instrument in writing, a person or a series of persons to act as his or her successor or consecutive successors as a Member; provided that (a) no designation by any Member shall be inconsistent with designations made by a former Member who is a predecessor of such Member and (b) except with the prior consent of the Dolan Family Committee, acting by Majority Vote (excluding the vote of the Member wishing to make such designation), no person shall be designated as a successor Member unless such person is (i) the designating Member's spouse, (ii) an Adult child of such designating Member, or (iii) in the case of a designation by a Member that will take effect upon such Member's death or Permanent Incapacity, an Interim Member, but only if such designation of an Interim Member is conditioned on such Member not being survived by a spouse or Adult child. Once a child of a Member who appointed an Interim Member has become an Adult, such child shall have the right to remove and replace such Interim Member. The power of a Member to designate successor Members shall include, without limitation, the power to designate a temporary successor Member pending a descendant of such designating Member becoming an Adult. Subject to a Member's right to replace any such successor Member pursuant to this Section 2.4, any such instrument of designation shall become effective according to its terms and shall be revocable at any time prior to the qualification of the designee. In the event that there shall be more than one instrument executed by the same person designating a successor Member, then the instrument that shall bear the most recent date and shall be unrevoked shall govern. Each former Member shall have the power, until his or her death or Permanent Incapacity, to replace any successor Member of such Member (including, without limitation, a temporary successor Member) by designating, in accordance with this Section 2.4, another person, which may be such former Member, as his or her successor Member. For the avoidance of doubt, the voting rights of any Interim Member on the Dolan Family Committee shall be in addition to any rights such person otherwise has as a Member.

2.5. Any Member acting hereunder may resign at any time and for any reason by a written notice delivered to the other Members, to any former Member that is a predecessor of such Member and to the designated successor Member of such Member, if any.

2.6. In the event of the death, resignation or other failure to act of a Member other than Charles F. Dolan, or in the event of a court appointing a conservator, committee or guardian for such Member, and in the event that any such vacancy shall not be

filled pursuant to the exercise of such Member's, or one of such Member's predecessor's, power to designate his or her successor Member, as provided for in Section 2.4, then the successor Member to such Member shall be an individual designated by the trustees of the Applicable Member's Trusts, acting unanimously; provided that (a) the prior consent of the Dolan Family Committee, acting by Majority Vote (excluding the vote of the relevant Member, if any), shall be required for the appointment of any successor Member who could not have been appointed by such Member without such consent pursuant to Section 2.4(b) and (b) if such Member is survived by a child, such child shall have the right at any time after such child has become an Adult to remove and replace any successor Member appointed pursuant to this sentence or, if no such successor Member has been appointed, to appoint a successor Member. If at any time no successor Member to such Member shall have been appointed pursuant to the provisions of this Section 2, then, unless and until such a successor Member shall have been appointed, such Member shall have no successor Member and such Member shall cease to be a Member and, unless and until such successor Member has been appointed, the Dolan Family Committee shall consist of the remaining Members.

2.7. Notwithstanding Section 2.6, if any Sibling Member or successor Member is no longer deemed to own any Shares, as determined in accordance with Section 3.1 of this Agreement, then such Member shall cease to be a Member and thereafter the Dolan Family Committee shall consist of the remaining Members.

2.8. Any rights hereunder of any Adult child of a Member who has died or become Permanently Incapacitated shall be exercised collectively by all such Adult children, acting by majority vote.

2.9. Charles F. Dolan is a Member of the Dolan Family Committee and, as such, shall (i) receive all notices of meetings of the Dolan Family Committee and copies of all materials provided to or prepared by the Dolan Family Committee, (ii) have the right to attend and participate in all meetings of the Dolan Family Committee and (iii) prior to the Transition Time, be included for purposes of determining whether or not a quorum is present for the transaction of business by the Dolan Family Committee; provided that Charles F. Dolan shall not have a vote on the Dolan Family Committee.

2.10. Helen A. Dolan will have observation rights with respect to the Dolan Family Committee. Helen A. Dolan shall (i) receive all notices of meetings of the Dolan Family Committee and copies of all materials provided to or prepared by the Dolan Family Committee and (ii) have the right to attend and participate in all meetings of the Dolan Family Committee. For the avoidance of doubt, Helen A. Dolan will not have a vote on the Dolan Family Committee.

2.11. It is acknowledged and agreed that the Members of the Dolan Family Committee in acting as such Members under this Agreement are acting solely in their capacity as stockholders of AMC and not as directors, officers, employees or agents of AMC. In so acting hereunder, such Members shall not have fiduciary duties to the other Members, AMC or any other stockholders of AMC.

### Section 3. Voting and Powers of the Dolan Family Committee.

3.1. Each Member, other than Charles F. Dolan, shall be entitled to one vote on all matters to be voted on by the Dolan Family Committee; provided that (i) if at any time a Member's ownership of Shares decreases to less than 50% of such Member's Class B Baseline Share Ownership at that time, such Member will not be entitled to a vote, and (ii) if at any time a Member's ownership of Shares increases, solely as a result of purchases of Shares from other Class B Stockholders, to at least 50% more than such Member's Class B Baseline Share Ownership at that time, such Member will be entitled to one additional vote. For purposes of this Section 3, each Member shall be deemed to own the Shares that are owned by the Sibling Group of such Member or, if such Member is not a Sibling Member, such Member's predecessor who was a Sibling Member.

3.2. In the event of a tie vote of the Dolan Family Committee on a decision that requires a Majority Vote, the Dolan Family Committee will act (including making recommendations to the Trustees of the Excluded Trusts pursuant to Section 1.1(b)) by majority vote of the Shares then deemed to be owned by the Members, determined as provided in Section 3.1.

3.3. In addition to the powers granted in this Agreement, the Dolan Family Committee, acting by Majority Vote, shall have the power to:

(a) appoint an Applicable Proxy at such time as is specified in Section 1.2 of this Agreement;

(b) bring, maintain and defend suits, whether in law or in equity, and to settle, compromise, agree to arbitrate and be bound thereby, and to take any action believed by the Dolan Family Committee to be necessary or advisable to exercise the powers and duties of the Dolan Family Committee under this Agreement; and

(c) employ and pay reasonable compensation to such agents, advisors, accountants, attorneys and investment counsel as may be necessary or desirable in carrying out the duties and powers of the Dolan Family Committee.

### Section 4. Meetings of the Dolan Family Committee.

4.1. A meeting of the Dolan Family Committee may be called by the Dolan Approval prior to the Transition Time and, thereafter, by any two Members, in each case by giving notice thereof to the other Members in accordance with the provisions of this Section 4.

4.2. Notice of any meeting of the Dolan Family Committee shall be deemed to be duly given to a Member (i) if mailed to such Member at least 10 days before the day on which such meeting is to be held, or (ii) if sent to such Member by facsimile or electronic mail not later than three days before the day on which such meeting is to be held, or (iii) if delivered to the Member personally or orally, by telephone or otherwise, not later than two days before the day on which such meeting is to be held. Notice of any meeting of the Dolan Family Committee need not be given to any Member if waived by the Member in writing, whether before or after the holding of such meeting, or if such Member is present at such meeting. Any meeting of the Dolan Family Committee shall be a legal meeting without any notice thereof having been given if each Member then in office either is present at such meeting or has waived notice of such meeting. Notices of any meeting of the Dolan Family Committee also shall be given to Helen A. Dolan.

4.3. At all meetings of the Dolan Family Committee, the presence of a majority of the Dolan Family Committee, whether in person or by proxy (granted in accordance with Section 4.4), shall constitute a quorum for the transaction of business. Except as otherwise expressly provided for in this Agreement, any act of the Dolan Family Committee shall be taken by Majority Vote.

4.4. A Member may authorize (a) such Member's spouse or any Adult child of such Member, in each case if such Member is a descendant of Charles F. Dolan, (b) any Current Trustee, (c) any other Member or (d) any other person approved by the Dolan Family Committee, acting by Majority Vote (excluding the vote of such Member), to act for him or her (including to attend and vote at a meeting of the Dolan Family Committee or to consent or dissent to an action of the Dolan Family Committee without a meeting) by proxy. Every such proxy must be in writing and signed by the Member. Every such proxy shall be revocable at the pleasure of the Member executing it.

4.5. A majority of the Members present, whether or not a quorum is present, may adjourn any meeting of the Dolan Family Committee to another time or place. No notice need be given of any adjournment meeting unless the time and place of the adjourned meeting are not announced at the time of adjournment, in which case notice conforming to the requirements of Section 4.2 above shall be given to each Member.

4.6. Any action required or permitted to be taken at any meeting of the Dolan Family Committee may be taken without a meeting if consented thereto in writing by Members with the sufficient number of votes to constitute the approval required for such action, and such writing or writings are filed with the minutes of proceedings of the Dolan Family Committee; provided that prior to the Transition Time prior notice of any action to be taken by written consent is provided to Charles F. Dolan.



4.7. To the extent consistent with the provisions of this Agreement, the Dolan Family Committee may adopt rules and regulations for the conduct of meetings of the Dolan Family Committee.

4.8. Members and Helen A. Dolan may participate in a meeting of the Dolan Family Committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

4.9. Notice shall be sent to all Members and Class B Stockholders, to the addresses set forth in Schedule B (or to such other address as the party entitled to such notice shall hereafter designate), of any action taken pursuant to a vote of the Dolan Family Committee, whether such action is taken at a meeting or by action by written consent.

#### Section 5. Transfers.

5.1. Power of Transfer. Subject to the provisions of the Dolan Children Trusts Registration Rights Agreement, to the extent applicable, this Agreement and any applicable federal or state securities laws, each of the Class B Stockholders shall have the right, with respect to all or a portion of the Shares owned by such Class B Stockholder, either individually or grouped with other Class B Stockholders to sell, transfer, assign, pledge, encumber or otherwise dispose of, including in connection with the death of such Class B Stockholder ("Transfer"), any such Shares.

5.2. Transfer Restrictions. Notwithstanding any of the rights set forth in this Section 5, no Class B Stockholder, other than (i) Charles F. Dolan or any trust of which he is a trustee and (ii) Helen A. Dolan or any trust of which she is a trustee, in each case to the extent provided in Section 5.8, may Transfer any or all of its Shares other than to a Permitted Holder unless:

(a) if, as a result of such Transfer, there would be a Change in Control of AMC, such Class B Stockholder shall have received the approval of the Dolan Family Committee, acting by Supermajority Vote, for such Transfer;

(b) each share of Class B Common Stock being transferred is first converted into one share of AMC Class A common stock ("Class A Common Stock") prior to such Transfer, unless (i) such Transfer is a pledge or encumbrance of such Shares and complies with Section 5.9(a), or (ii) otherwise agreed by approval of the Dolan Family Committee, acting by Two-Thirds Majority Vote (excluding the vote of any Member requesting such Transfer); and

(c) such Class B Stockholder complies with all other applicable provisions of this Section 5.

### 5.3. Market Sale.

(a) In the event a Class B Stockholder (the “Initial Market Sale Seller”) proposes to sell any Shares (the “Initial Market Sale Shares”) owned by it in a Market Sale, unless such sale is an Exempted Sale by such Class B Stockholder, such Initial Market Sale Seller must first provide notice (the “Market Sale Notice”) to the other Class B Stockholders (the “Market Sale Offerees”), each of which shall have the right, exercisable within five Business Days after receipt of the Market Sale Notice, to (i) purchase the Initial Market Sale Shares owned by the Initial Market Sale Seller for a price per Share equal to 97% of the average closing price of shares of Class A Common Stock over the four week period prior to the date of the Market Sale Notice (the “Market Sale Price”), or (ii) participate in the Market Sale with the Initial Market Sale Seller. For the avoidance of doubt, (x) any Market Sale that would result in a Change in Control shall require the approval described in Section 5.2(a) and (y) any Market Sale Shares (as defined below) that are sold in a Market Sale shall first be converted into shares of Class A Common Stock, and any Market Sale Shares that are sold to a Class B Stockholder pursuant to this Section 5.3 shall not be converted into shares of Class A Common Stock.

(b) If any Market Sale Offeree elects to participate in the Market Sale (a “Market Sale Participant” and, together with the Initial Market Sale Seller, the “Market Sale Sellers”) as provided in Section 5.3(a)(ii), such Market Sale Offeree shall provide notice (the “Second Market Sale Notice”) to the other Class B Stockholders (other than the Initial Market Sale Seller), each of which will have the right, exercisable within five Business Days after receipt of the Second Market Sale Notice to purchase the Shares to be sold by such Market Sale Participant in the Market Sale (“Market Sale Tag Along Shares” and, together with the Initial Market Sale Shares, the “Market Sale Shares”) for the Market Sale Price.

(c) If the Market Sale Offerees have not elected to purchase all the Market Sale Shares within the applicable election periods, each Market Sale Offeree that elected to purchase Market Sale Shares shall be provided an additional three Business Days, after the expiration of such election periods, to elect to purchase the remaining Market Sale Shares. If the offer to sell the Market Sale Shares in a Market Sale is oversubscribed at the expiration of any election period, such Market Sale Shares and the Market Sale Price in respect thereof will be allocated on a *pro rata* basis among the Market Sale Offerees which have elected to purchase Market Sale Shares so that such electing Market Sale Offeree will purchase a portion of the Market Sale Shares which bears the same ratio to the Market Sale Shares as the Shares of each electing Market Sale Offeree bear to the total number of Shares owned collectively by all such electing Market Sale Offerees, or as may otherwise be agreed among such electing Market Sale Offerees, provided that no Market Sale Offeree that elects to purchase Market Sale Shares will be required to purchase more Market Sale Shares than the amount set forth in its election.

(d) If the Market Sale Offerees have elected to purchase less than all of the Market Sale Shares, the Market Sale Shares to be sold to the Market Sale Offerees shall be apportioned as set forth in this Section 5.3(d). Each Market Sale Offeree shall purchase from each Market Sale Seller a number of Shares equal to the product of (i) the number of Shares such Market Sale Offeree has elected to purchase and (ii) the quotient obtained by dividing (x) the number of Market Sale Shares that such Market Sale Seller offered for sale by (y) the total number of Market Sale Shares that all of the Market Sale Sellers offered for sale, rounded down to the nearest whole number, or as may otherwise be agreed among such Market Sale Offerees and the sellers.

(e) In the event the number of Aggregated Market Sale Shares that Market Sale Offerees have not elected to purchase pursuant to this Section 5.3 exceeds the Rule 144 Threshold on the expiration date of the election periods under Section 5.3(c), the number of Shares to be sold by the holders of such Aggregated Market Sale Shares shall be reduced so that each such holder is entitled to sell in the Market Sale a number of Shares equal to the product of (i) the Rule 144 Threshold and (ii) the fraction determined by dividing (x) the total number of Aggregated Market Sale Shares owned by such holder as of such date by (y) the total number of Aggregated Market Sale Shares, or as may otherwise be agreed among such Market Sale Offerees.

(f) Subject to Section 5.3(g) and Section 5.3(h), the closing of the sale to the Market Sale Offerees pursuant to a Market Sale will be held as soon as practicable after the expiration of all of the applicable election periods under Section 5.3(c), and, in any event, no later than (i) 30 days after such expiration, if the value of such Market Sale Shares is less than \$100 million, and (ii) 60 days after such expiration, if the value of such Market Shares is more than \$100 million (the “Market Sale Scheduled Closing Date”). Contemporaneously with such closing, each Market Sale Seller will deliver a certificate or certificates representing the Market Sale Shares, properly endorsed for transfer and with all necessary transfer or documentary stamps, if any, affixed or if the Market Sale Shares are not certificated, the Market Sale Seller will cause such Shares to be transferred by book-entry transfer or other similar means, and in each case free and clear of all liens, restrictions or encumbrances against receipt from each purchasing Market Sale Offeree of the Market Sale Price or allocable portion thereof in cash or by certified or bank cashier’s check or wire or interbank transfer of funds.

(g) The obligation of a Market Sale Seller and a purchasing Market Sale Offeree to proceed with the closing on the Market Sale Scheduled Closing Date and the obligation to consummate a sale prior to the Market Sale Expiration Date will be conditioned upon and the Market Sale Scheduled Closing Date or the Market Sale Expiration Date, as applicable, will be extended to a date which is five Business Days following the last to occur of (i) the expiration (or earlier termination) of any applicable waiting period and, if extended, the extended waiting period under the HSR Act, and (ii) the receipt of all governmental and regulatory consents, approvals or waivers that may be required in connection with the

purchase and sale of the Market Sale Shares. Each Market Sale Seller and the purchasing Market Sale Offerees will use all reasonable efforts to cooperate with each other or with a third party to promptly make all filings, give all notices and secure all consents, approvals and waivers that may be required in connection with the purchase and sale of the Market Shares.

(h) Each Market Sale Seller will have the right (subject to Section 5.3(e)) beginning with the expiration of the last election period under Section 5.3(c) and continuing until 90 days thereafter or, if later, the last date for the closing of such purchase under Section 5.3(f) or Section 5.3(g) (such later date being the “Market Sale Expiration Date”), as applicable, to sell all Market Sale Shares that the Market Sale Offerees do not elect to purchase in a Market Sale. If such Market Sale Shares are not sold prior to the Market Sale Expiration Date, all rights to sell such Market Sale Shares pursuant to such Market Sale, without making another offer to the Market Sale Offerees pursuant to this Section 5.3, will terminate and the provisions of this Section 5.3 will continue to apply to any proposed Market Sale (other than an Exempted Sale) in the future.

#### 5.4. Right of First Refusal.

(a) Prior to any proposed sale of Shares otherwise permitted pursuant to this Section 5, other than to a Permitted Holder or in a Market Sale, the Class B Stockholder proposing to sell such Shares (the “ROFR Transferor”) shall obtain a bona fide, non-collusive, binding arm’s-length written offer, subject only to customary conditions, with respect to the proposed sale (a “Third Party Offer”) from a third party that is not an affiliate of such ROFR Transferor (the “Third Party”), which the ROFR Transferor desires to accept. The Third Party Offer shall not be subject to unstated conditions or contingencies or be part of a larger transaction such that the price for the Shares proposed to be transferred in the Third Party Offer (the “Offered Shares”) does not accurately reflect the Fair Market Value of such Offered Shares, and the Third Party Offer shall contain a description of all of the consideration, material terms and conditions for the proposed sale. The ROFR Transferor shall send a copy of the Third Party Offer, which shall include the identity of the Third Party, to each of the Class B Stockholders (the “Offerees”), together with a written offer to sell the Offered Shares to the Offerees on the same terms and conditions, including the Third Party Price, as the Third Party Offer. For the avoidance of doubt, any Shares to be transferred to a Third Party pursuant to a Third Party Offer shall first be converted into shares of Class A Common Stock, and any Shares transferred to any Class B Stockholder upon the exercise of its rights in this Section 5.4 shall not be converted to shares of Class A Common Stock.

(b) Each Offeree will have 10 Business Days from the receipt of such written offer from the ROFR Transferor to give written notice to the ROFR Transferor of its, his or her respective election to purchase the Offered Shares. The ROFR Transferor will notify each Offeree as to the number of Offered Shares that other Class B Stockholders did not elect to purchase pursuant to this Section 5 within two Business Days following such election (the “Offeree Notice”).

(c) If the Offerees have not elected to purchase all the Offered Shares within the applicable election period, each Offeree that has so elected to purchase Offered Shares shall be provided an additional three Business Days from the expiration of such election period to elect to purchase the remaining Offered Shares. If the offer to sell the Offered Shares is oversubscribed at the expiration of any election period, such Offered Shares and the Third Party Price in respect thereof will be allocated on a *pro rata* basis among the Offerees which have elected to purchase Offered Shares so that each such electing Offeree will receive a portion of the Offered Shares which bears the same ratio to the Offered Shares as the Shares of such electing Offeree bear to the total number of Shares owned collectively by all such electing Offerees, or as may otherwise be agreed among such electing Offerees, provided that no Offeree that elects to purchase Offered Shares will be required to purchase more Offered Shares than the amount set forth in its election.

(d) Subject to Section 5.4(e) and Section 5.4(f), the closing of the sale to the Offerees pursuant to an Offering will be held as soon as practicable after the expiration of all of the election periods under Section 5.4(c), and, in any event, no later than (i) 30 days after such expiration, if the value of such Offered Shares is less than \$100 million, and (ii) 60 days after such expiration, if the value of such Offered Shares is more than \$100 million (the “Scheduled Closing Date”). Contemporaneously with such closing, the ROFR Transferor will deliver a certificate or certificates representing the Offered Shares, properly endorsed for transfer and with all necessary transfer or documentary stamps, if any, affixed, or if the Offered Shares are not certificated, the ROFR Transferor will cause such Shares to be transferred by book-entry transfer or other similar means, in each case, free and clear of all liens, restrictions or encumbrances against receipt from each purchasing Offeree of the Third Party Price or allocable portion thereof in cash or by certified or bank cashier’s check or wire or interbank transfer of funds.

(e) The obligation of a ROFR Transferor and a purchasing Offeree to proceed with the closing on the Scheduled Closing Date and the obligation of a ROFR Transferor and a Third Party to consummate a sale prior to the Expiration Date will be conditioned upon and the Scheduled Closing Date or the Expiration Date, as applicable, will be extended to a date which is five Business Days following the last to occur of (i) the expiration (or earlier termination) of any applicable waiting period and, if extended, the extended waiting period under the HSR Act, and (ii) the receipt of all governmental and regulatory consents, approvals or waivers that may be required in connection with the purchase and sale of the Offered Shares. The ROFR Transferor and the purchasing Offerees will use all reasonable efforts to cooperate with each other or with a third party to promptly make all filings, give all notices and secure all consents, approvals and waivers that may be required in connection with the purchase and sale of the Offered Shares.

(f) Notwithstanding the provisions of Section 5.4(a) through (e), elections to purchase made by the Offerees will not be binding on the ROFR Transferor if (x) the Offerees have not elected, as provided in Section 5.4(c), to purchase all of the Offered Shares or (y) the Offerees have not closed on the purchase of all the Offered Shares by the Scheduled Closing Date (as such Scheduled Closing Date may be extended pursuant to Section 5.4(e)) in accordance with the terms hereof. In such event, no sales pursuant to such elections will be required to be made by the ROFR Transferor and the ROFR Transferor will have the right for a period of 120 days after the expiration of the last election period in Section 5.4(c) or, if later, the last date for the closing of such purchase under Section 5.4(d) or Section 5.4(e) (such later date being the “Expiration Date”), as appropriate, to sell all but not less than all of the Offered Shares, but only to the Third Party for a price (including any non-cash consideration in the Third Party Offer) and on terms no more favorable to the Third Party than the Third Party Price and the terms of the Third Party Offer. If such Offered Shares are not sold prior to the Expiration Date, all rights to sell such Offered Shares pursuant to such Third Party Offer, without making another offer to the Offerees pursuant to this Section 5.4, will terminate and the provisions of this Section 5.4 will continue to apply to any proposed transfer in the future.

#### 5.5. Tag-Along Rights.

(a) Subject to Section 5.4, if one or more Class B Stockholders (the “Transferring Stockholders”) desire to sell any or all of their Shares, other than to a Permitted Holder or in a Market Sale, and such sale would result in a Change of Control (and has been approved as provided in Section 5.2(a)), each Class B Stockholder shall have the right to participate on the same terms and conditions and for the same per share consideration as the Transferring Stockholders in the sale in the manner set forth in this Section 5.5. If Class B Stockholders do not elect to purchase such Shares pursuant to Section 5.4, the Transferring Stockholders shall, prior to such sale, deliver to the other Class B Stockholders prompt written notice (the “Transfer Notice”), which notice shall state (i) the name of the proposed transferee, (ii) the number of Shares proposed to be transferred (the “Transferred Shares”) and the percentage (the “Tag Percentage”) that such number of Shares constitutes of the total number of Shares owned by such Transferring Stockholders, (iii) the proposed purchase price therefore, including a description of any non-cash consideration sufficiently detailed to permit the determination of the Fair Market Value thereof, and (iv) the other material terms and conditions of the proposed sale, including the proposed sale date (which date may not be less than 30 days after delivery of the Transfer Notice). Such notice shall be accompanied by a written offer from the proposed transferee to purchase the Transferred Shares, which offer may be conditioned upon the consummation of the sale by the Transferring Stockholders, or the most recent drafts of the purchase and sale documentation between the Transferring Stockholders and the transferee which shall make provision for the participation of the other Class B Stockholders in such sale consistent with this Section 5.5.

(b) Each Class B Stockholder may elect to participate in the proposed sale to the proposed transferee identified in the Transfer Notice by giving written notice to the Transferring Stockholders within the 10 Business Day period after the delivery of the Transfer Notice (any Class B Stockholder that so elects, a “Tag-Along Participant”), which notice shall state that such Tag-Along Participant elects to exercise its rights of tag-along under this Section 5.5 and shall state the maximum number of Shares sought to be transferred (which number may not exceed the product of (i) all such Shares owned by such Tag-Along Participant, multiplied by (ii) the Tag Percentage). Each Class B Stockholder shall be deemed to have waived its right of tag-along with respect to the Transferred Shares hereunder if it fails to give notice within the prescribed time period. The proposed transferee of Transferred Shares will not be obligated to purchase a number of Shares exceeding that set forth in the Transfer Notice, and in the event such transferee elects to purchase less than all of the additional Shares sought to be transferred by the Tag-Along Participants, the number of Shares to be transferred by the Transferring Stockholders and each such Tag-Along Participant shall be reduced so that each such Class B Stockholder is entitled to sell its Pro Rata Portion of the number of Shares the proposed transferee elects to purchase (which in no event may be less than the number of Transferred Shares set forth in the Transfer Notice). For purposes of this Section 5.5, on the applicable sale date, “Pro Rata Portion” means, with respect to any Class B Stockholder, the number of Shares equal to the product of (x) the total number Shares that the proposed transferee elects to purchase and (y) the quotient determined by dividing (A) the total number of Shares owned by such Class B Stockholder as of such date by (B) the number of such Shares owned in the aggregate by the Transferring Stockholders and all Tag-Along Participants as of such date.

(c) Each Tag-Along Participant shall receive consideration in the same form and per Share amount after deduction of such Tag-Along Participant’s proportionate share of the related expenses. Each Tag-Along Participant shall agree to make or agree to the same customary representations, covenants, indemnities and agreements as the Transferring Stockholders so long as they are made severally and not jointly and, among any Persons liable for a particular liability, such liability is borne by such Persons on a *pro rata* basis based the consideration contemplated by the related definitive agreement(s) to be received by such Person (with respect to each Class B Stockholder participating in a sale pursuant to this Section 5.5, the “Anticipated Proceeds”); provided that (i) any general indemnity given by the Transferring Stockholders or Tag-Along Participants for liabilities not specific to one or more of them shall be apportioned among them in accordance with their respective Anticipated Proceeds and with respect to each Tag-Along Participant shall not exceed such Tag-Along Participant’s Anticipated Proceeds, and (ii) any representation relating specifically to a Class B Stockholder participating in a sale pursuant to this Section 5.5 and/or its ownership of Shares to be transferred shall be made only by that Class B Stockholder.

(d) The fees and expenses incurred in connection with a sale under this Section 5.5 and for the benefit of all Class B Stockholders participating in a sale pursuant to this Section 5.5 (it being understood that costs incurred by or on behalf of a Class B Stockholder for his, her or its sole benefit will not be considered to be for the benefit of all Class B Stockholders), to the extent not paid or reimbursed by the transferee or acquiring Person, shall be shared by all the Class B Stockholders participating in a sale pursuant to this Section 5.5 on a *pro rata* basis, based on each such Class B Stockholder's Anticipated Proceeds. The proposed sale date may be extended beyond the date described in the Transfer Notice to the extent necessary to obtain required approvals of any Governmental Body and other required approvals.

(e) Each Tag-Along Participant shall deliver to the transferee at the closing of the sale of the Transferred Shares to the transferee such Transferred Shares by book-entry transfer or other similar means, if such Transferred Shares are not certificated, or, if such Transferred Shares are certificated, certificates representing the Transferred Shares to be transferred by such Tag-Along Participant, duly endorsed for transfer or accompanied by stock powers duly executed, in either case executed in blank or in favor of the applicable purchaser against payment of the aggregate purchase price therefor by wire transfer of immediately available funds.

(f) If the Transferring Stockholders sell or otherwise Transfer to the transferee any of their Shares in breach of this Section 5.5, then each other Class B Stockholder shall have the right to sell to the Transferring Stockholders, and the Transferring Stockholders undertake to purchase from each other Class B Stockholder, the number of Shares that such Class B Stockholder would have had the right to sell to the transferee pursuant to this Section 5.5, for a per Share amount and form of consideration and upon the terms and conditions on which the transferee bought such Shares from the Transferring Stockholders, but without any indemnity being granted by any other Class B Stockholder to the Transferring Stockholders; provided that nothing contained in this Section 5.5(f) shall preclude any Class B Stockholder from seeking alternative remedies against any of the Transferring Stockholders as a result of its breach of this Section 5.5.

#### 5.6. Drag-Along Rights.

(a) Subject to Section 5.4, if one or more Class B Stockholders (the "Drag-Along Sellers") propose to sell, other than to a Permitted Holder or in a Market Sale, all of their Shares, and such sale would result in a Change of Control (and has been approved as provided in Section 5.2(a)), then, if requested by the Drag-Along Sellers, each other Class B Stockholder (each, a "Selling Stockholder") shall be required to sell all of the Shares held by it in such transaction (the "Drag Transaction").

(b) The Drag-Along Sellers shall provide written notice (the "Drag-Along Notice") to each Selling Stockholder of any proposed Drag Transaction as soon as practicable following their compliance with Sections 5.2(a) and 5.4 and their exercise of the rights provided in Section 5.6(a). The Drag Along Notice shall set forth the consideration to be paid by the purchaser for the Shares, the identity of the purchaser and the material terms of the Drag Transaction.



(c) The consideration to be received by a Selling Stockholder shall be the same form and amount of consideration per Share to be received by the Drag-Along Sellers, and, subject to Section 5.6(d), the terms and conditions of such sale shall be the same as those upon which the Drag-Along Sellers sell their Shares.

(d) In connection with the Drag Transaction, each Selling Stockholder will agree to make or agree to the same customary representations, covenants, indemnities and agreements as the Drag-Along Sellers so long as they are made severally and not jointly and, among any Persons liable for a particular liability, such liability is borne by such Persons on a *pro rata* basis based on the consideration received by each such Person; provided that (i) any general indemnity given by the Drag-Along Sellers or Selling Stockholders not specific to any of them shall be shared by each of the Drag-Along Sellers and Selling Stockholders, in the case of the Selling Stockholders on a several basis according to the consideration received by such Selling Stockholder and not in excess of such Selling Stockholder's net proceeds from the sale, (ii) any representation relating specifically to a Selling Stockholder and/or its Shares shall be made only by that Selling Stockholder, and (iii) in no event shall any Class B Stockholder be obligated to agree to any non-competition covenant or other similar agreement as a condition of participating in such sale.

(e) The fees and expenses incurred in connection with a sale under this Section 5.6 and for the benefit of all Class B Stockholders (it being understood that costs incurred by or on behalf of a Class B Stockholder for his, her or its sole benefit will not be considered to be for the benefit of all Class B Stockholders), to the extent not paid or reimbursed by the transferee or acquiring Person, shall be borne by the Drag-Along Sellers, unless the closing of such sale occurs, in which case they shall be shared by all the Class B Stockholders on a *pro rata* basis, based on the consideration received by each Class B Stockholder in respect of its Shares.

(f) Each Selling Stockholder shall deliver to the applicable transferee, upon the consummation of the Drag Transaction, the Shares to be transferred by such Selling Stockholder by book-entry transfer or other similar means, if such Shares are not certificated, or, if such Shares are certificated, certificates representing such Shares duly endorsed for transfer or accompanied by stock powers duly executed, in either case executed in blank or in favor of the applicable transferee against payment of the aggregate purchase price therefor by wire transfer of immediately available funds.

#### 5.7. Other Restrictions.

(a) Except as provided in Section 5.8(b) of this Agreement, no Class B Stockholder shall exercise demand registration rights pursuant to either Registration Rights Agreement without the Dolan Approval, prior to the Transition Time, and, thereafter, the approval of the Dolan Family Committee, acting by Two-Thirds Majority Vote.

(b) Except as may be permitted in connection with a Transfer in accordance with this Section 5, no Class B Stockholder shall convert its Shares into shares of Class A Common Stock without the Dolan Approval, prior to the Transition Time, and, thereafter, the approval of the Dolan Family Committee, acting by Two-Thirds Majority Vote (excluding the vote of any Member requesting such conversion).

#### 5.8. CFD/HAD Transfers.

(a) Charles F. Dolan, any trust of which he is a trustee, Helen A. Dolan and any trust of which she is a trustee shall not be bound by the transfer restrictions set forth in this Section 5 to the extent authorized by the Dolan Approval prior to the Transition Time.

(b) Notwithstanding anything in this Agreement to the contrary, if the executor of the estate of either Charles F. Dolan or Helen A. Dolan, or any trustee of any revocable trust or Grantor Retained Annuity Trust created by either of them, determines that it is likely to be necessary to sell Shares in order to obtain cash to pay estate or similar inheritance taxes relating to the death of either Charles F. Dolan or Helen A. Dolan, such executor or trustee may sell such Shares, and any additional Shares (and in connection therewith exercise demand registration rights pursuant to the Dolan Registration Rights Agreement) as such executor or trustee determines is necessary to provide cash to pay expenses of such estate or trust relating to such death, without complying with any of the provisions of this Section 5, except (i) Section 5.2(b), which shall only apply if the Shares are sold to anyone other than a Permitted Holder, and (ii) that, as soon as reasonably practicable, and in any event no later than 60 days prior to the due date of such taxes, such executor or trustee shall provide notice of the sale of such Shares to the other Class B Stockholders, who shall have 10 Business Days from receipt of such notice in which to elect to purchase such Shares at their Fair Market Value as of the date such notice is sent. The sale and purchase of such Shares to Permitted Holders pursuant to this Section 5.8(b) shall be in compliance with Sections 5.3(c) and (f)-(h) (in analogous application thereof), except that, in the event the closing date for such sale provided for in such Sections or otherwise agreed to by any Class B Stockholder that has elected to purchase such Shares (with respect to the Shares that such Class B Stockholder has elected to purchase) would not occur on or prior to the due date of such taxes, such executor or trustee may sell such Shares in a Market Sale at any time after the date that is one month prior to such due date.

(c) If, as provided by the will of either Charles F. Dolan or Helen A. Dolan or the governing documents of any trust created by either of them, any Person disclaims his, her or its right to inherit any Shares from Charles F. Dolan or Helen A. Dolan and, as a result of such disclaimer, the executor of the estate of either of them or the trustee(s) of such trust thereafter desires to Transfer such Shares other than to a Permitted Holder, such Transfer shall be subject to all of the provisions of this Agreement.

#### 5.9. Pledges and Involuntary Transfers.

(a) Except with the Dolan Approval, prior to the Transition Time, and, thereafter, the approval of the Dolan Family Committee, acting by Supermajority Vote, no Class B Stockholder shall pledge any Shares unless (i) such Shares remain registered solely in the name of the pledgor of the Shares, (ii) the pledgee agrees in writing that such Shares shall be converted into shares of Class A Common Stock prior to any foreclosure thereon and otherwise shall not be so converted, and that the pledgor's rights to foreclose on such Shares is subject to the rights of the Class B Stockholders (other than the pledgor) provided in Section 5.9(c) and (iii) any foreclosure on such Shares would not result in a Change in Control.

(b) No pledgee of Shares shall be designated as a Qualifying Creditor (as defined in the Registration Rights Agreements) for purposes of either Registration Rights Agreement unless authorized by the Dolan Approval, prior to the Transition Time, and, thereafter, by the Dolan Family Committee, acting by Two-Thirds Majority Vote.

(c) Prior to any Transfer of Shares in connection with the bankruptcy or divorce of any Class B Stockholder or any foreclosure by any lender on any Shares pledged to such lender as permitted pursuant to Section 5.9(a), the Class B Stockholders (other than the Class B Stockholder that is the subject of such bankruptcy or divorce or is the pledgor of such Shares) shall be provided five Business Days' notice and in such time shall have the right to purchase such Shares at their Fair Market Value as of the date such notice is sent. The sale and purchase of such Shares pursuant to this Section 5.9(c) shall be in compliance with Sections 5.3(c) and (f)-(h) (in analogous application thereof). For the avoidance of doubt, any Shares to be transferred in connection with the bankruptcy or divorce of any Class B Stockholder or any foreclosure by any lender other than to a Permitted Holder shall first be converted into shares of Class A Common Stock, and any such Shares transferred to any Class B Stockholder upon the exercise of its rights in this Section 5.9(c) shall not be converted to shares of Class A Common Stock.

5.10. Gifts. Notwithstanding anything in this Agreement to the contrary, any Class B Stockholder may make a gift of shares of Class B Common Stock to any Person or Persons who are not Permitted Holders (each, a "Gift") without (a) the Dolan Approval, prior to the Transition Time and, thereafter, the prior approval of the Dolan Family Committee or (b) otherwise becoming subject to any of the transfer restrictions in Section 5 of this Agreement; provided that (i) each share of Class B Common Stock to be gifted is converted into one share of Class A Common Stock prior to the making of any such Gift, (ii) the Fair Market Value of all such shares of Class B Common Stock (converted into shares of Class A Common Stock) gifted by such Class B Stockholder, when combined with the Fair

Market Value of all other shares of Class B Common Stock (converted into shares of Class A Common Stock) gifted by other members of the Sibling Group to which such Class B Stockholder belongs during the preceding 12 months, does not exceed \$2,500,000, and (iii) after the Transition Time, Helen A. Dolan or any trust of which she is a trustee may make Gifts so long as the aggregate Fair Market Value of all such shares of Class B Common Stock (converted into shares of Class A Common Stock) gifted by Helen A. Dolan and any trust of which she is a trustee does not exceed \$10,000,000 in any 12 month period. Each Gift threshold set forth in this Section 5.10 may be exceeded with the Dolan Approval, prior to the Transition Time, and thereafter, the approval of the Dolan Family Committee, acting by Majority Vote, but excluding the vote of any Member who wishes to exceed such threshold.

5.11. Assignment of Purchase Rights; Unauthorized Transfers.

(a) Each Class B Stockholder may assign, in whole or in part, any of its rights to purchase Shares pursuant to Sections 5.3, 5.4, 5.8 and 5.9 to any Person that is part of the same Sibling Group as such assigning Class B Stockholder.

(b) Any Transfer or attempted Transfer of Shares in violation of any provision of this Agreement shall be void.

Section 6. Compensation; Expenses; Liability; Indemnification.

6.1. No party to this Agreement shall be entitled to compensation for acting hereunder.

6.2. The expenses of the Dolan Family Committee shall be paid by the Class B Stockholders in proportion to the respective Class B Stockholder's ownership of Class B Common Stock at the time such expense was incurred or in such other manner as determined by Majority Vote.

6.3. No party hereto at any time acting under this Agreement shall be liable for any loss, liability, expense or damage to any other party hereto or beneficiaries of the Class B Trusts occasioned by such party's acts or omissions in good faith in carrying out his or her duties under this Agreement (including acts or omissions in reliance on opinion of counsel), and in any event a party hereto shall be liable only for his or her willful default, wrongdoing or gross negligence, but not for honest errors of judgment.

6.4. A party hereto shall be entitled to be indemnified by the Class B Stockholders for any liabilities resulting from, or arising in connection with, such party's entering into this Agreement and/or the performance of his or her obligations in accordance with the terms of this Agreement. Any such indemnification shall be made by the Class B Stockholders in proportion to the respective Class B Stockholders' ownership of Class B Common Stock determined as of the time of the event for which such indemnification is being sought.

6.5. Each Adult beneficiary of a Class B Trust hereby agrees to release each Trustee of such Class B Trust from any claim that may, now or in the future, arise from, or in connection with, such Trustee's entering into this Agreement and/or the performance of his or her obligations in accordance with the terms of this Agreement, and each such Trustee of a Class B Trust shall be entitled to be indemnified by the Adult beneficiaries of such Class B Trusts, jointly and severally, for any liabilities resulting from, or arising in connection with, such Trustee's entering into this Agreement and/or the performance of his or her obligations in accordance with the terms of this Agreement.

Section 7. Amendment.

7.1. The provisions of this Agreement may be amended by a Two-Thirds Majority Vote; provided, in each case, that the provisions of Section 4 of this Agreement may be amended at any time by a Majority Vote.

7.2. Notwithstanding Section 7.1, (i) any amendment to this Agreement that would result in any Excluded Trust that immediately prior to such amendment is not subject to taxation on its income or gains by the State of New York becoming subject thereto shall require the consent of such Excluded Trust, and (ii) any amendment to this Agreement that would reduce, eliminate or alter any Supermajority Vote requirement provided for herein shall require a Supermajority Vote.

Section 8. Termination.

8.1. Unless sooner terminated by a written instrument signed by the Dolan Family Committee, acting by Two-Thirds Majority Vote, this Agreement shall terminate upon the earlier of (i) the number of Class B Stockholders governed by this Agreement ceasing to be at least two in number, or (ii) the aggregate number of outstanding Shares ceasing to constitute at least 30% of the total voting power of the aggregate number of outstanding shares of Class A Common Stock and Class B Common Stock.

Section 9. Enforceability; Remedies.

9.1. The Class B Common Stock governed by this Agreement cannot be purchased in the open market and represents a significant portion of the voting control of AMC. For those reasons, among others, the parties hereto and the beneficiaries of the respective Class B Trusts will be irreparably damaged in the event that this Agreement is not specifically enforced. Should any dispute arise as to any vote of any such Class B Common Stock or any other action under this Agreement, an injunction may be issued restraining any such vote or other action pending the determination of such controversy, and in the event a party hereto fails to comply with its obligations hereunder, such party's obligations shall be enforceable in a court of equity by a decree of specific performance. Such remedies shall, however, be cumulative and not exclusive and shall be in addition to any other remedy any of the parties hereto may have.

Section 10. Jurisdiction and Venue.

10.1. Each party to this Agreement hereby agrees that any Action will be commenced in the United States District Court for the Southern District of New York or in any court of the State of New York located in such District. Each party to this Agreement hereby irrevocably consents to the jurisdiction and venue of the United States District Court for the Southern District of New York and of any court of the State of New York located in such District in connection with any Action.

Section 11. Endorsement of AMC Class B Share Certificates.

11.1. As soon as possible after the execution of this Agreement, the Class B Stockholders shall endorse on the face of the certificates representing the Class B Common Stock, now owned or hereafter acquired by the Class B Stockholders (except for any such certificates that bear the legend required by the Original Agreement or the Amended Agreement), a legend reading substantially as follows:

“The voting and transfer of the shares represented by this Certificate is restricted by, and subject to the terms and conditions of, the Second Amended and Restated Class B Stockholders’ Agreement, dated as of October 1, 2015, as it may be further amended, a copy of which is with the Secretary of AMC Networks Inc. and will be furnished without charge to the holder of such shares upon written request.”

Section 12. Notices.

12.1. Any notice required or desired to be delivered hereunder shall be (i) in writing, (ii) delivered by personal delivery, sent by commercial delivery service or certified mail, return receipt requested, or by facsimile or electronic mail, (iii) deemed to have been given on the date of personal delivery, the date set forth in the records of the delivery service or return receipt, or in the case of facsimile or electronic mail, upon dispatch, and (iv) addressed as designated on Schedule B hereto (or to such other address as the party entitled to notice shall hereafter designate in accordance with the terms hereof), with copies as designated on Schedule B hereto.

Section 13. Construction.

13.1. All of the provisions of this Agreement shall apply to all Shares now owned or hereafter acquired by the Class B Stockholders. Except as may be expressly provided herein, nothing hereunder shall be deemed to constitute any person a third party beneficiary of this Agreement.

13.2. Whenever necessary or appropriate, the use herein of any gender shall be deemed to include the other gender and the neuter and the use herein of either the singular or the plural shall be deemed to include the other. Whenever used herein, the term “descendant” or “child” shall be deemed to include natural and adopted descendants and children, respectively.

13.3. The headings and titles herein are for convenience of reference only and are to be ignored in any construction of the provisions hereof.

13.4. This Agreement shall be governed and construed according to the laws of the State of New York, without regard to its rules for conflicts of laws.

13.5. This Agreement shall be binding on the parties hereto and their respective heirs, executors, administrators, successors and assigns. Without limiting the generality of the preceding sentence, this Agreement shall be binding on (i) any successor Member, as if such successor Member were a Sibling Member, (ii) any successor trustee to any of the Trustees party hereto as of the date hereof and (iii) any individual person, trust or other entity that hereafter acquires any Shares; provided that (x) as a condition to such Transfer, any such person or entity shall agree in writing to be bound by the terms and conditions of this Agreement, pursuant to an instrument of assumption that has been deemed reasonably satisfactory in substance and form by the Dolan Family Committee, acting by Majority Vote, and shall thereafter be deemed to be a Class B Stockholder for all purposes of this Agreement and (y) unless such person’s or entity’s accession to this Agreement would not result in such person or entity or any of the parties to this Agreement becoming subject to the restrictions in Section 203 of the Delaware General Corporation Law on “business combinations” (as defined therein) with AMC, such accession shall be conditioned upon the approval thereof by the AMC board of directors for purposes of Section 203 of the Delaware General Corporation Law and, if such approval is not obtained, such person shall not be, and shall be deemed never to have been, a party to this Agreement.

13.6. Any trust that is a party to this Agreement shall cease to be a party to this Agreement as of the time at which such trust no longer holds any shares of Class B Common Stock.

13.7. Nothing in this Agreement shall be deemed to modify or otherwise affect any rights of AMC or any of its subsidiaries under any agreement to which it and any Member or Class B Stockholder is a party.

13.8. This Agreement may be executed and delivered (including by means of facsimile or scanned pdf image) in any number of counterparts, each of which shall be deemed an original, but all of which together can constitute one and the same instrument.

#### Section 14. Definitions

14.1. Defined Terms. When used in this Agreement, the following terms shall have the meanings set forth below:

“Acceptable Trust” means any trust, the income of which is for the benefit of one or more of any Sibling Member, the spouse of such Sibling Member and his or her descendants and the principal of which (to the extent it consists of Class B Common Stock) is for the benefit of one or more of such Sibling Member and his or her descendants.

“Action” means any action, suit or proceeding arising out of or relating to this Agreement.

“Adult” means a person having attained the age of 21.

“Agreement” has the meaning set forth in the preamble hereof.

“Aggregated Market Sale Shares” means the Market Sale Shares held by Class B Stockholders whose sales of shares of Class A Common Stock would be aggregated for purposes of Rule 144(e) under the Securities Act, or any successor provision.

“AMC” has the meaning set forth in the recitals hereof.

“Amended Agreement” has the meaning set forth in the recitals hereof.

“Anticipated Proceeds” has the meaning set forth in Section 5.5(c).

“Applicable Member’s Trusts” means, with respect to any Member, the trusts that are part of the Sibling Group of such Member or, if such Member is not a Sibling Member, such Member’s predecessor who was a Sibling Member.

“Applicable Proxy” has the meaning set forth in Section 1.2.

“Board” has the meaning set forth in the recitals hereof.

“Business Day” means any day of the year other than a Saturday, Sunday or any other day on which commercial banks in New York, New York are authorized or required by law to be closed.

“Change in Control” means (x) any reorganization, consolidation, merger, readjustment or other transaction that results in the Class B Stockholders, collectively,



ceasing to possess, directly or indirectly, (i) at least 50% of the total voting power of any corporation surviving such transaction or, if such corporation is a subsidiary of another corporation, of such controlling corporation, as the case may be, or (ii) if the surviving or controlling entity is not a corporation, the power to direct or cause the direction of the management policies thereof by reason of ownership of voting securities, by contract or otherwise or (y) any sale of all or substantially all of the assets of AMC and its subsidiaries to any corporation with respect to which the Class B Stockholders do not possess at least 50% of the total voting power of such corporation, or if the acquiring entity is not a corporation, the power to direct or cause the direction of the management policies thereof by reason of ownership of voting securities, by contract or otherwise.

“Class A Common Stock” has the meaning set forth in Section 5.2(b).

“Class B Baseline Share Ownership” of any Member means the total number of Shares set forth next to such Member’s name on Schedule C hereto, as increased to reflect any Class B Common Stock acquired after the date hereof by gift or inheritance, excluding any gift or inheritance from such Member’s Sibling Group.

“Class B Common Stock” has the meaning set forth in the recitals hereof.

“Class B Stockholder” or “Class B Stockholders” means (i) each holder of Class B Common Stock listed on Schedule A annexed hereto and (ii) each Person that acquires Class B Common Stock after the date hereof in accordance with this Agreement and (x) is a party to this Agreement or (y) becomes a party to this Agreement in accordance with Section 13.5.

“Class B Trust” or “Class B Trusts” has the meaning set forth in the recitals hereof.

“Current Trustee” means each of David M. Dolan, Paul J. Dolan, Mary S. Dolan, Matthew J. Dolan, Kristin A. Dolan and Brian G. Sweeney.

“Dolan Approval” shall mean the approval of Charles F. Dolan and at least two other Members, prior to the Transition Time.

“Dolan Family Committee” has the meaning set forth in Section 2.1.

“Dolan Children Trusts Registration Rights Agreement” means the Dolan Children Trusts Registration Rights Agreement, dated as of June 9, 2011, among AMC and certain of the Class B Trusts, as such agreement may be amended, supplemented or replaced.

“Dolan Registration Rights Agreement” means the Dolan Registration Rights Agreement, dated as of June 9, 2011, among AMC, Charles F. Dolan and certain other Class B Stockholders, as such agreement may be amended, supplemented or replaced.

“Drag-Along Notice” has the meaning set forth in Section 5.6(b).

“Drag-Along Sellers” has the meaning set forth in Section 5.6(a).

“Drag Transaction” has the meaning set forth in Section 5.6(a).

“Excluded Trust” shall mean any Class B Trust that, at the time of a particular vote of Shares, (i) is not a grantor trust for income tax purposes, (ii) is a “resident trust”, in whole or in part, within the meaning of Section 605(b)(3) of the New York Tax Law and (iii) has no trustees domiciled, or real or tangible personal property located, in the State of New York.

“Exempted Sale” means a Market Sale by any Class B Stockholder in which the anticipated proceeds, when combined with the proceeds from all other Market Sales by other members of the Sibling Group to which such Class B Stockholder belongs during the preceding 12 months, does not exceed \$2,500,000.

“Expiration Date” has the meaning set forth in Section 5.4(f).

“Fair Market Value” as of any date means for (a) publicly traded securities, the average of the daily volume-weighted average price per share of such common stock for each of the 10 trading days prior to such date (as reported by Bloomberg Financial L.P. using the VWAP function, or if unavailable, by another authoritative source, or if no other authoritative source is available, based upon the average of the daily closing prices (instead of the daily volume-weighted average prices) for such 10 trading days, as reported by Bloomberg Financial L.P. or another authoritative source), and (b) non-publicly traded securities, or any asset or other consideration, the fair market value as determined, unless all Members otherwise agree, by an independent financial advisor retained by the Dolan Family Committee, acting by Majority Vote. For purposes of determining their Fair Market Value, Shares shall be treated as shares of Class A Common Stock.

“Gift” has the meaning set forth in Section 5.10.

“Going-Private Transaction” means any transaction, other than a transaction that would result in a Change in Control, pursuant to which one or more Class B Stockholders or Members, with or without other equity partners, would acquire all or substantially all of AMC’s common stock and shares of such stock would no longer be registered under the Securities Exchange Act of 1934, as amended, or listed on any stock exchange.

“Governmental Body” means any (i) nation, state, county, city, town, village, district or other jurisdiction of any nature; (ii) federal, state, local, municipal, foreign or other government; (iii) governmental or quasi-governmental authority of any nature (including any governmental agency, branch, board, commission, department, instrumentality, office or

other entity, and any court or other tribunal); (iv) multi-national organization or body; and/or (v) government entity exercising, or entitled or purporting to exercise, any administrative, executive, judicial, legislative, police, regulatory or taxing authority or power of any nature.

“HSR Act” means the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.

“Initial Market Sale Seller” has the meaning set forth in Section 5.3(a).

“Initial Market Sale Shares” shall have the meaning set forth in Section 5.3(a).

“Interim Member” means (i) a Current Trustee of one of the Applicable Member’s Trusts or any sibling of the relevant Member who is designated as a guardian of any minor child of the relevant Member, or (ii) in the event that the relevant Member is not survived by a person described in clause (i), any other trustee of one of the Applicable Member’s Trusts or any individual designated as a guardian of any minor child of the relevant Member.

“Majority Vote” means the affirmative vote of a majority of the votes of the Members (excluding, for the avoidance of doubt, Charles F. Dolan).

“Market Sale” means a sale of shares of Class A Common Stock obtained upon conversion of Shares in an open market sale pursuant to an exemption from the registration requirements of the Securities Act, including a sale pursuant to Rule 144 of the Securities Act.

“Market Sale Expiration Date” has the meaning set forth in Section 5.3(h).

“Market Sale Notice” has the meaning set forth in Section 5.3(a).

“Market Sale Offerees” has the meaning set forth in Section 5.3(a).

“Market Sale Participant” has the meaning set forth in Section 5.3(b).

“Market Sale Price” has the meaning set forth in Section 5.3(a).

“Market Sale Scheduled Closing Date” has the meaning set forth in Section 5.3(f).

“Market Sale Sellers” has the meaning set forth in Section 5.3(b).

“Market Sale Shares” has the meaning set forth in Section 5.3(b).

“Market Sale Tag Along Shares” has the meaning set forth in Section 5.3(b).

“Member” or “Members” has the meaning set forth in Section 2.1.

“Member Trusts” means, with respect to each Sibling Member, (i) the Class B Trusts set forth across from such Sibling Member’s name on Schedule C hereto and (ii) any trust, the income beneficiaries of which are one or more of such Sibling Member and his or her descendants or the current income of which would be required to be distributed to one or more of such persons if any current income of such trust were to be distributed, which becomes a party to this Agreement in accordance with Section 13.5.

“Offered Shares” has the meaning set forth in Section 5.4(a).

“Offeree Notice” has the meaning set forth in Section 5.4(b).

“Offerees” has the meaning set forth in Section 5.4(a).

“Original Agreement” has the meaning set forth in the recitals hereof.

“Permanent Incapacity” means, with respect to an individual, any individual whose ability to receive and evaluate information effectively or to communicate decisions, or both, is impaired to such an extent that the individual permanently lacks the capacity to manage his or her financial resources, as determined by certification of one licensed physician.

“Permitted Holder” means Charles F. Dolan, Helen A. Dolan, any descendants of Charles F. Dolan and Helen A. Dolan, any trusts for the sole benefit of any such descendants, any Acceptable Trust, and any entity owned exclusively by one or more of the foregoing.

“Person” means an individual, a partnership, a limited partnership, a corporation, a limited liability company, an association, a joint stock company, a trust, a joint venture, an unincorporated organization, any other business entity or a Governmental Body.

“Pro Rata Portion” has the meaning set forth in Section 5.5(b).

“Registration Rights Agreements” means the Dolan Children Trusts Registration Rights Agreement and the Dolan Registration Rights Agreement.

“ROFR Transferor” has the meaning set forth in Section 5.4(a).

“Rule 144 Threshold” means the maximum number of shares of Class A Common Stock that could be sold under Rule 144(e) under the Securities Act, or any successor provision.

“Scheduled Closing Date” has the meaning set forth in Section 5.4(d).

“Second Market Sale Notice” has the meaning set forth in Section 5.3(b).

“Securities Act” means the Securities Act of 1933, as amended.

“Selling Stockholder” has the meaning set forth in Section 5.6(a).

“Shares” means shares of Class B Common Stock.

“Sibling Group” of any Sibling Member means (a) such Sibling Member and his or her descendants, (b) each of such Sibling Member’s Member Trusts, (c) any Acceptable Trust for the benefit of one or more of such Sibling Member’s spouse and his or her descendants and (d) to the extent of such Sibling Member’s or his or her descendants’ attributable interest therein, any legal entity, including, but not limited to, partnerships, limited liability companies, limited partnerships, corporations or joint ventures, formed after the date hereof, which owns Shares that were contributed to such entity, directly or indirectly, by such Sibling Member, his or her descendants or any of the entities referenced in clauses (b) and (c) above.

“Sibling Member” shall mean each of Kathleen M. Dolan, Deborah A. Dolan-Sweeney, Marianne E. Dolan Weber, Patrick F. Dolan, Thomas C. Dolan and James L. Dolan.

“Supermajority Vote” means the affirmative vote of all but one of the votes of the Members (excluding, for the avoidance of doubt, Charles F. Dolan).

“Tag-Along Participant” has the meaning set forth in Section 5.5(b).

“Tag Percentage” has the meaning set forth in Section 5.5(a).

“Third Party” has the meaning set forth in Section 5.4(a).

“Third Party Offer” has the meaning set forth in Section 5.4(a).

“Third Party Price” means the amount of consideration set forth in the Third Party Offer, which, if all or part of such consideration is in cash, will be that amount in cash, and as to any consideration in the Third Party Offer which is not in cash, will be deemed to be an amount of cash equal to the Fair Market Value of such consideration.

“Transfer” has the meaning set forth in Section 5.1.

“Transfer Notice” has the meaning set forth in Section 5.5(a).

“Transferred Shares” has the meaning set forth in Section 5.5(a).

“Transferring Stockholders” has the meaning set forth in Section 5.5(a).

---

“Transition Time” means the death or Permanent Incapacity of Charles F. Dolan.

“Trustee” or “Trustees” has the meaning set forth in the recitals hereof.

“Two-Thirds Majority Vote” means the affirmative vote of two-thirds of the votes of the Members (excluding, for the avoidance of doubt, Charles F. Dolan).

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF this Agreement has been executed by each of the parties hereto, and shall be effective as of the date first above written.

CHARLES F. DOLAN, individually, and as  
Trustee of the Charles F. Dolan 2009 Revocable Trust

/s/ Charles F. Dolan  
By: Charles F. Dolan

HELEN A. DOLAN, individually, and as  
Trustee of the Helen A. Dolan 2009 Revocable Trust

/s/ Helen A. Dolan  
By: Helen A. Dolan

JAMES L. DOLAN, individually

/s/ James L. Dolan  
By: James L. Dolan

THOMAS C. DOLAN, individually

/s/ Thomas C. Dolan  
By: Thomas C. Dolan

PATRICK F. DOLAN, individually

/s/ Patrick F. Dolan  
By: Patrick F. Dolan

[Signature Page to AMC Amended and Restated Class B Stockholders’ Agreement]

---

MARIANNE E. DOLAN WEBER, individually

/s/ Marianne E. Dolan Weber

By: Marianne E. Dolan Weber

DEBORAH A. DOLAN-SWEENEY,  
individually

/s/ Deborah A. Dolan-Sweeney

By: Deborah A. Dolan-Sweeney

KATHLEEN M. DOLAN, individually, and as a Trustee of the  
Charles F. Dolan Children Trusts FBO Kathleen M. Dolan,  
Deborah Dolan-Sweeney, Marianne Dolan Weber, Patrick F.  
Dolan, Thomas C. Dolan and James L. Dolan, the Ryan Dolan  
1989 Trust and the Tara Dolan 1989 Trust

/s/ Kathleen M. Dolan

By: Kathleen M. Dolan

CHARLES F. DOLAN CHILDREN TRUST FBO  
KATHLEEN M. DOLAN  
CHARLES F. DOLAN CHILDREN TRUST FBO JAMES L.  
DOLAN

/s/ Paul J. Dolan

By: Paul J. Dolan, Trustee

[Signature Page to AMC Amended and Restated Class B Stockholders' Agreement]



CHARLES F. DOLAN CHILDREN TRUST FBO  
MARIANNE DOLAN WEBER  
CHARLES F. DOLAN CHILDREN TRUST FBO THOMAS  
C. DOLAN

/s/ Matthew J. Dolan

By: Matthew J. Dolan, Trustee

CHARLES F. DOLAN CHILDREN TRUST  
FBO DEBORAH DOLAN-SWEENEY  
CHARLES F. DOLAN CHILDREN TRUST  
FBO PATRICK F. DOLAN

/s/ Mary S. Dolan

By: Mary S. Dolan, Trustee

CFD 2009 FAMILY TRUST FBO KATHLEEN M. DOLAN  
CFD 2009 FAMILY TRUST FBO DEBORAH A. DOLAN-  
SWEENEY  
CFD 2009 FAMILY TRUST FBO MARIANNE E. DOLAN  
WEBER  
CFD 2009 FAMILY TRUST FBO PATRICK F. DOLAN  
CFD 2009 FAMILY TRUST FBO THOMAS C. DOLAN  
CFD 2009 FAMILY TRUST FBO JAMES L. DOLAN

/s/ Mary S. Dolan

By: Mary S. Dolan, Trustee

/s/ David M. Dolan

By: David M. Dolan, Trustee

[Signature Page to AMC Amended and Restated Class B Stockholders' Agreement]

KATHLEEN M. DOLAN 2012  
DESCENDANTS TRUST

/s/ Mary S. Dolan

By: Mary S. Dolan, Trustee

/s/ Paul J. Dolan

By: Paul J. Dolan, Trustee

CFD 2010 GRANDCHILDREN TRUST FBO  
DESCENDANTS OF KATHLEEN M. DOLAN  
CFD 2010 GRANDCHILDREN TRUST FBO  
DESCENDANTS OF DEBORAH A. DOLAN-SWEENEY  
CFD 2010 GRANDCHILDREN TRUST FBO  
DESCENDANTS OF MARIANNE E. DOLAN WEBER  
CFD 2010 GRANDCHILDREN TRUST FBO  
DESCENDANTS OF PATRICK F. DOLAN  
CHARLES F. DOLAN 2012 DESCENDANTS TRUST

/s/ Mary S. Dolan

By: Mary S. Dolan, Trustee

/s/ David M. Dolan

By: David M. Dolan, Trustee

[Signature Page to AMC Amended and Restated Class B Stockholders' Agreement]

CFD 2010 GRANDCHILDREN TRUST FBO AIDAN  
DOLAN  
CFD 2010 GRANDCHILDREN TRUST FBO QUENTIN  
DOLAN

/s/ Kristin A. Dolan

---

By: Kristin A. Dolan, Trustee

[Signature Page to AMC Amended and Restated Class B Stockholders' Agreement]

MARIANNE E. DOLAN WEBER 2012 DESCENDANTS  
TRUST  
PATRICK F. DOLAN 2012 DESCENDANTS TRUST

/s/ Deborah A. Dolan-Sweeney

By: Deborah A. Dolan-Sweeney, Trustee

DEBORAH A. DOLAN-SWEENEY 2012 DESCENDANTS  
TRUST

/s/ Brian G. Sweeney

By: Brian G. Sweeney, Trustee

[Signature Page to AMC Amended and Restated Class B Stockholders' Agreement]

# SCHEDULE A

<u>Stockholder</u>	<u>Shares of Class B Common Stock, as of October 1, 2015</u>
Charles F. Dolan	0
Helen A. Dolan	0
Charles F. Dolan 2009 Revocable Trust	637,557
Helen A. Dolan 2009 Revocable Trust	126,250
Charles F. Dolan Children Trust FBO Kathleen M. Dolan	918,981
Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney	918,981
Charles F. Dolan Children Trust FBO Marianne Dolan Weber	890,802
Charles F. Dolan Children Trust FBO Patrick F. Dolan	886,015
Charles F. Dolan Children Trust FBO Thomas C. Dolan	926,958
Charles F. Dolan Children Trust FBO James L. Dolan	926,958
James L. Dolan	162,529
CFD 2009 Family Trust FBO Kathleen M. Dolan	370,862
CFD 2009 Family Trust FBO Deborah A. Dolan-Sweeney	168,177
CFD 2009 Family Trust FBO Marianne E. Dolan Weber	433,862
CFD 2009 Family Trust FBO Patrick F. Dolan	61,790

<u>Stockholder</u>	<u>Shares of Class B Common Stock, as of October 1, 2015</u>
CFD 2009 Family Trust FBO Thomas C. Dolan	921,125
CFD 2009 Family Trust FBO James L. Dolan	887,064
CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan	375,302
CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney	375,302
CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber	375,302
CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan	375,302
Tara Dolan 1989 Trust	15,156
Ryan Dolan 1989 Trust	15,156
Kathleen M. Dolan	4,481
Deborah A. Dolan-Sweeney	5,643
Marianne E. Dolan Weber	8,359
Patrick F. Dolan	24,444
Thomas C. Dolan	29,071
Charles F. Dolan 2012 Descendants Trust	109,322
Kathleen M. Dolan 2012 Descendants Trust	99,960
Marianne E. Dolan Weber 2012 Descendants Trust	99,960
Deborah A. Dolan-Sweeney 2012 Descendants Trust	197,645
Patrick F. Dolan 2012 Descendants Trust	102,032
CFD 2010 Grandchildren Trust FBO Aidan Dolan	17,030
CFD 2010 Grandchildren Trust FBO Quentin Dolan	17,030

---

**SCHEDULE B**

**Notices**

<b><u>Party</u></b>	<b><u>Address for Notices</u></b>
Charles F. Dolan Charles F. Dolan 2009 Revocable Trust	Charles F. Dolan 119 Cove Neck Road Oyster Bay, New York 11771 Telephone: (516) 922-3711 Facsimile: (516) 803-1179 E-mail: cdolan@cablevision.com  With a copy to:  c/o Dolan Family Office LLC 340 Crossways Park Drive Woodbury, New York 11797 Attention: Renzo Mori Telephone: (516) 803-9200 Facsimile: (516) 364-4592 E-mail: rmori@dfollc.com  Helen A. Dolan Helen A. Dolan 2009 Revocable Trust
	Helen A. Dolan 119 Cove Neck Road Oyster Bay, New York 11771 Telephone: (516) 922-3711  With a copy to:  c/o Dolan Family Office LLC 340 Crossways Park Drive Woodbury, New York 11797 Attention: Renzo Mori Telephone: (516) 803-9200 Facsimile: (516) 364-4592 E-mail: rmori@dfollc.com  Charles F. Dolan Children Trust FBO Kathleen M. Dolan
	Kathleen M. Dolan P.O. Box 94 Barnard, Vermont 05031 Email: kd@artistreevt.org

For Federal Express Delivery:  
Kathleen M. Dolan  
94B Bowman Road  
Barnard, Vermont 05031  
Telephone: (802) 234-9259

and

Paul J. Dolan  
Progressive Field  
2401 Ontario Street  
Cleveland, OH 44115  
Telephone: (440) 247-2992  
Email: pdolan@indians.com

With a copy to:

MLC Ventures LLC  
c/o Richard Baccari  
34 Acorn Lane  
Yorktown Heights, NY 10598  
Telephone: (914) 804-5478  
Email: Rich@rgbcpa.com

Charles F. Dolan Children Trust FBO  
James L. Dolan

Kathleen M. Dolan  
P.O. Box 94  
Barnard, Vermont 05031  
Email: kd@artistreevt.org

For Federal Express Delivery:  
Kathleen M. Dolan  
94B Bowman Road  
Barnard, Vermont 05031  
Telephone: (802) 234-9259

and

Paul J. Dolan  
Progressive Field  
2401 Ontario Street  
Cleveland, OH 44115  
Telephone: (440) 247-2992  
Email: pdolan@indians.com



Charles F. Dolan Children Trust FBO  
Marianne Dolan Weber  
Charles F. Dolan Children Trust FBO  
Thomas C. Dolan

With a copy to:

Knickerbocker Group LLC  
P.O. Box 420  
Oyster Bay, New York 11771  
Attention: Scott Metsch  
Telephone: (212) 465-3955  
Facsimile: (212) 428-6754  
Email: smetsch@kglfo.com

For Overnight Delivery:

Scott Metsch  
Knickerbocker Group LLC  
c/o MSG  
Two Penn Plaza, 24th Floor  
New York, New York 10121  
Telephone: (212) 465-3955  
Facsimile: (212) 428-6754  
E-mail: smetsch@kglfo.com

Kathleen M. Dolan  
P.O. Box 94  
Barnard, Vermont 05031  
Email: kd@artistreevt.org

For Federal Express Delivery:

Kathleen M. Dolan  
94B Bowman Road  
Barnard, Vermont 05031  
Telephone: (802) 234-9259

and

Matthew J. Dolan, Esq.  
Thrasher, Dinsmore & Dolan LPA  
Corporate Place  
100 7th Avenue, Suite 150  
Chardon, Ohio 44024  
Telephone: (440) 285-2242  
Facsimile: (440) 285-9423  
Email: mdolan@tddlwa.com

Charles F. Dolan Children Trust FBO  
Deborah Dolan-Sweeney  
Charles F. Dolan Children Trust FBO  
Patrick F. Dolan

and

c/o Dolan Family Office LLC  
340 Crossways Park Drive  
Woodbury, New York 11797  
Attention: Renzo Mori  
Telephone: (516) 803-9200  
Facsimile: (516) 364-4592  
E-mail: rmori@dfollc.com

Kathleen M. Dolan  
P.O. Box 94  
Barnard, Vermont 05031  
Email: kd@artistreevt.org

For Federal Express Delivery:  
Kathleen M. Dolan  
94B Bowman Road  
Barnard, Vermont 05031  
Telephone: (802) 234-9259

and

Mary S. Dolan  
1427 Judson Avenue  
Evanston, Illinois 60201  
Telephone: (847) 733-1424  
Email: marysdolan@yahoo.com

With a copy to:

c/o Dolan Family Office LLC  
340 Crossways Park Drive  
Woodbury, New York 11797  
Attention: Renzo Mori  
Telephone: (516) 803-9200  
Facsimile: (516) 364-4592  
E-mail: rmori@dfollc.com

Tara Dolan 1989 Trust

Kathleen M. Dolan  
P.O. Box 94  
Barnard, Vermont 05031  
Email: kd@artistreevt.org

For Federal Express Delivery:  
Kathleen M. Dolan  
94B Bowman Road  
Barnard, Vermont 05031  
Telephone: (802) 234-9259

With a copy to:

c/o Dolan Family Office LLC  
340 Crossways Park Drive  
Woodbury, New York 11797  
Attention: Renzo Mori  
Telephone: (516) 803-9200  
Facsimile: (516) 364-4592  
E-mail: rmori@dfollc.com

Ryan Dolan 1989 Trust

Kathleen M. Dolan  
P.O. Box 94  
Barnard, Vermont 05031  
Email: kd@artistreevt.org

For Federal Express Delivery:  
Kathleen M. Dolan  
94B Bowman Road  
Barnard, Vermont 05031  
Telephone: (802) 234-9259

With a copy to:

Knickerbocker Group LLC  
P.O. Box 420  
Oyster Bay, New York 11771  
Attention: Scott Metsch  
Telephone: (212) 465-3955  
Facsimile: (212) 428-6754  
Email: smetsch@kglfo.com

---

For Overnight Delivery:

Scott Metsch  
Knickerbocker Group LLC  
c/o MSG  
Two Penn Plaza, 24th Floor  
New York, New York 10121  
Telephone: (212) 465-3955  
Facsimile: (212) 428-6754  
E-mail: smetsch@kgfco.com

CFD 2009 Family Trust FBO  
Kathleen M. Dolan

CFD 2009 Family Trust FBO  
Deborah A. Dolan-Sweeney

CFD 2009 Family Trust FBO  
Marianne E. Dolan Weber

CFD 2009 Family Trust FBO  
Patrick F. Dolan

CFD 2009 Family Trust FBO  
Thomas C. Dolan

CFD 2010 Grandchildren Trust FBO Descendants of  
Kathleen M. Dolan

CFD 2010 Grandchildren Trust FBO Descendants of  
Deborah A. Dolan-Sweeney

CFD 2010 Grandchildren Trust FBO Descendants of  
Marianne E. Dolan Weber

CFD 2010 Grandchildren Trust FBO Descendants of  
Patrick F. Dolan

Charles F. Dolan 2012 Descendants Trust

Mary S. Dolan  
1427 Judson Avenue  
Evanston, Illinois 60201  
Telephone: (847) 733-1424  
Email: marysdolan@yahoo.com

and

David M. Dolan  
7 Glenmaro Lane  
St. Louis, Missouri 63131  
Telephone: (314) 569-2868  
Facsimile: (314) 569-3370  
Email: glenmaro@aol.com

With a copy to:

c/o Dolan Family Office LLC  
340 Crossways Park Drive  
Woodbury, New York 11797  
Attention: Renzo Mori  
Telephone: (516) 803-9200  
Facsimile: (516) 364-4592  
E-mail: rmori@dfollc.com

CFD 2009 Family Trust FBO  
James L. Dolan

CFD 2010 Grandchildren Trust FBO Descendants of  
James L. Dolan

Mary S. Dolan  
1427 Judson Avenue  
Evanston, Illinois 60201  
Telephone: (847) 733-1424  
Email: marysdolan@yahoo.com

and

David M. Dolan  
7 Glenmaro Lane  
St. Louis, Missouri 63131  
Telephone: (314) 569-2868  
Facsimile: (314) 569-3370  
Email: glenmaro@aol.com

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With a copy to:

Knickerbocker Group LLC  
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B-7

Mary S. Dolan  
1427 Judson Avenue  
Evanston, Illinois 60201  
Telephone: (847) 733-1424  
Email: marysdolan@yahoo.com

And

Paul J. Dolan  
Progressive Field  
2401 Ontario Street  
Cleveland, OH 44115  
Telephone: (440) 247-2992  
Email: pdolan@indians.com

With a copy to:

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Knickerbocker Group LLC  
c/o MSG  
Two Penn Plaza, 24th Floor  
New York, New York 10121  
Telephone: (212) 465-3955  
Facsimile: (212) 428-6754  
E-mail: smetsch@kgfco.com

Marianne E. Dolan Weber 2012 Descendants Trust

Deborah A. Dolan-Sweeney  
91 Cove Neck Road  
Oyster Bay, New York 11771  
Telephone: (516) 922-6694  
Email: ddolan@cablevision.com

With a copy to:

c/o Knickerbocker Group LLC  
P.O. Box 420  
Oyster Bay, New York 11771  
Attention: Scott Metsch  
Telephone: (212) 465-3955  
Facsimile: (212) 428-6754  
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New York, New York 10121  
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Facsimile: (212) 428-6754  
E-mail: smetsch@kglfo.com

Patrick F. Dolan 2012 Descendants Trust

Deborah A. Dolan-Sweeney  
91 Cove Neck Road  
Oyster Bay, New York 11771  
Telephone: (516) 922-6694  
Email: ddolan@cablevision.com

With a copy to:

c/o Dolan Family Office LLC  
340 Crossways Park Drive  
Woodbury, New York 11797  
Attention: Renzo Mori  
Telephone: (516) 803-9200  
Facsimile: (516) 364-4592  
E-mail: rmori@dfollc.com

Deborah A. Dolan-Sweeney 2012 Descendants Trust

Brian G. Sweeney  
Cablevision Systems Corporation  
1111 Stewart Avenue  
Bethpage, New York 11714  
Telephone: (516) 803-4251  
Facsimile: (516) 803-1186  
Email: bgsweeney@cablevision.com

With a copy to:

c/o Dolan Family Office LLC  
340 Crossways Park Drive  
Woodbury, New York 11797  
Attention: Renzo Mori  
Telephone: (516) 803-9200  
Facsimile: (516) 364-4592  
E-mail: rmori@dfollc.com

CFD 2010 Grandchildren Trust FBO Aidan Dolan  
CFD 2010 Grandchildren Trust FBO Quentin Dolan

Kristin A. Dolan  
c/o Knickerbocker Group LLC  
P.O. Box 420  
Oyster Bay, New York 11771  
Attention: Scott Metsch  
Telephone: (212) 465-3955  
Facsimile: (212) 428-6754  
Email: smetsch@kglfo.com

For Overnight Delivery:

Scott Metsch  
Knickerbocker Group LLC  
c/o MSG  
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New York, New York 10121  
Telephone: (212) 465-3955  
Facsimile: (212) 428-6754  
E-mail: smetsch@kglfo.com

Kathleen M. Dolan

P.O. Box 94  
Barnard, Vermont 05031  
Email: kd@artistreevt.org



---

For Federal Express Delivery:  
94B Bowman Road  
Barnard, Vermont 05031  
Telephone: (802) 234-9259

With a copy to:

MLC Ventures LLC  
c/o Richard Baccari  
34 Acorn Lane  
Yorktown Heights, NY 10598  
Telephone: (914) 804-5478  
Email: Rich@rgbcpa.com

Deborah A. Dolan-Sweeney

91 Cove Neck Road  
Oyster Bay, New York 11771  
Telephone: (516) 922-6694  
Email: ddolan@cablevision.com

Marianne E. Dolan Weber

33 Southard Avenue  
Rockville Centre, NY 11570  
Facsimile: (212) 428-6754  
Email: mariannedweber@gmail.com

With a copy to:

MLC Ventures LLC  
c/o Richard Baccari  
34 Acorn Lane  
Yorktown Heights, NY 10598  
Telephone: (914) 804-5478  
Email: Rich@rgbcpa.com

Patrick F. Dolan

76 Woolsey Street  
Huntington, New York 11743-2641  
Telephone: (516) 470-2136  
Facsimile: (516) 790-5387  
Email: pfdolan@news12.com

Thomas C. Dolan

119 Cove Neck Road  
Oyster Bay, New York 11771  
Telephone: (516) 922-7048  
Facsimile: (516) 803-1197  
Email: tcdolan@gmail.com

James L. Dolan

c/o Knickerbocker Group LLC  
P.O. Box 420  
Oyster Bay, New York 11771  
Attention: Scott Metsch  
Telephone: (212) 465-3955  
Facsimile: (212) 428-6754  
Email: jdolan@cablevision.com  
Email: smetsch@kglfo.com

**In each case, copies shall also be sent to:**

Mr. Brian G. Sweeney

Cablevision Systems Corporation  
1111 Stewart Avenue  
Bethpage, New York 11714  
Telephone: (516) 803-4251  
Facsimile: (516) 803-1186  
E-mail: bgsweeney@cablevision.com

and

Debevoise & Plimpton LLP

Attention: Richard D. Bohm  
919 Third Avenue  
New York, New York 10022  
Telephone: (212) 909-6226  
Facsimile: (212) 909-6836  
E-mail: rdbohm@debevoise.com

# SCHEDULE C

<u>Member</u>	<u>Number of Shares of Class B Common Stock Deemed to be Owned By Member, as of October 1, 2015</u>	<u>Ownership Conferred Through</u>
Kathleen M. Dolan	4,481	Individually
	918,981	Charles F. Dolan Children Trust FBO Kathleen M. Dolan
	370,862	CFD 2009 Family Trust FBO Kathleen M. Dolan
	375,302	CFD 2010 Grandchildren Trust FBO Descendants of Kathleen M. Dolan
	99,960	Kathleen M. Dolan 2012 Descendants Trust
	<b>1,769,586</b>	<b>Total</b>
Deborah A. Dolan-Sweeney	5,643	Individually
	918,981	Charles F. Dolan Children Trust FBO Deborah Dolan-Sweeney
	168,177	CFD 2009 Family Trust FBO Deborah A. Dolan-Sweeney
	375,302	CFD 2010 Grandchildren Trust FBO Descendants of Deborah A. Dolan-Sweeney
	197,645	Deborah A. Dolan-Sweeney 2012 Descendants Trust
	<b>1,665,748</b>	<b>Total</b>
Marianne E. Dolan Weber	8,359	Individually
	890,802	Charles F. Dolan Children Trust FBO Marianne Dolan Weber
	433,862	CFD 2009 Family Trust FBO Marianne E. Dolan Weber
	375,302	CFD 2010 Grandchildren Trust FBO Descendants of Marianne E. Dolan Weber
	99,960	Marianne E. Dolan Weber 2012 Descendants Trust
	<b>1,808,285</b>	<b>Total</b>

Patrick F. Dolan	24,444	Individually
	886,015	Charles F. Dolan Children Trust FBO Patrick F. Dolan
	61,790	CFD 2009 Family Trust FBO Patrick F. Dolan
	375,302	CFD 2010 Grandchildren Trust FBO Descendants of Patrick F. Dolan
	15,156	Tara Dolan 1989 Trust
	102,032	Patrick F. Dolan 2012 Descendants Trust
	<b>1,464,739</b>	<b>Total</b>
Thomas C. Dolan	29,071	Individually
	926,958	Charles F. Dolan Children Trust FBO Thomas C. Dolan
	921,125	CFD 2009 Family Trust FBO Thomas C. Dolan
	<b>1,877,154</b>	<b>Total</b>
James L. Dolan	162,529	Individually
	926,958	Charles F. Dolan Children Trust FBO James L. Dolan
	887,064	CFD 2009 Family Trust FBO James L. Dolan
	17,030	CFD 2010 Grandchildren Trust FBO Aidan Dolan
	17,030	CFD 2010 Grandchildren Trust FBO Quentin Dolan
	15,156	Ryan Dolan 1989 Trust
	<b>2,025,767</b>	<b>Total</b>