

Nelson Mullins

Nelson Mullins Riley & Scarborough LLP

Attorneys and Counselors at Law

101 Constitution Avenue, NW / Suite 900 / Washington, DC 20001

Tel: 202.712.2800 Fax: 202.712.2836

www.nelsonmullins.com

Robert L. Hoegle

(Admitted in DC & NY)

Tel: 202.712.2816

Fax: 202.712.2836

bob.hoegle@nelsonmullins.com

November 16, 2015

By Hand Delivery and ECFS

Ms. Marlene H. Dortch
Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

Re: MB Docket No. 15-149
Response of Liberty Media Corporation to Commission's
Information and Data Request

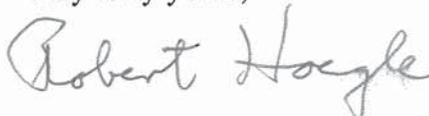
Dear Ms. Dortch:

Enclosed is a copy of the initial Response of Liberty Media Corporation to the Commission's Information and Data Request, dated November 2, 2015, in the above-referenced docket. The Response includes Schedules 2(e) and 17.

Also enclosed is a disc containing Document Nos. LME-0000001-0000008 and the accompanying Spreadsheet for Liberty Media's Production.

Please contact me if you have any questions regarding this Response.

Very truly yours,



Robert L. Hoegle

RLH:kjk

Enclosures

cc: Vanessa Lemmé (via E-Mail Vanessa.Lemme@fcc.gov)
Jessica L. Campbell (via E-Mail Jessica.Campbell@fcc.gov)

**RESPONSE OF LIBERTY MEDIA CORPORATION TO
INFORMATION AND DATA REQUEST TO
LIBERTY MEDIA CORPORATION**

REQUEST

1. *Provide all documents and communications (except documents solely relating to environmental, tax, human resources, OSHA, or ERISA issues) relating to the proposed Transaction and provide:*
 - a. *a timetable for each Transaction, a description of all actions that must be taken prior to consummation of each Transaction, and any harm that will result if the Transactions are not consummated;*
 - b. *a description of (including the rationale for, and identification of all documents directly or indirectly used to prepare the Company's response to this sub-part) all plans for changes in the Company's operations, structure, policies, strategies, corporate goals, financing, business, officers, executives or any other area of corporate activity as a result of the Transaction; and*
 - c. *a description of any other terms or conditions of the Transaction that are not reflected in the Transaction agreements between the parties.*

Response to Request No. 1:

On November 4, 2014, Liberty Media completed the spin-off of Liberty Broadband Corporation ("Liberty Broadband"), its former wholly-owned subsidiary. Since the spin-off, Liberty Broadband has been an independent, publicly-traded company, with assets and liabilities including the ownership interest in Charter Communications, Inc. ("Charter") and a minority investment in Time Warner Cable Inc. Liberty Media has not been a party to any of the agreements entered into in connection with the Transaction. Therefore, Liberty Media refers to the responses of Charter and Liberty Broadband to this Request.

REQUEST

2. *For each entity in which you own 5% or more of the issued and outstanding stock of any class (or other ownership interest), or in which you otherwise have an Attributable Interest, provide the following:*
 - a. *The name of the entity;*
 - b. *The lines of business of the entity;*
 - c. *The executive officers of the entity;*

- d. *The individuals and entities that have an Attributable Interest in the entity;*
- e. *The directors of the entity before and after the Transaction including:*
 - i. *A brief biography of each director; and*
 - ii. *The length of the director's term on the board;*
- f. *The monetary value of the holdings as a fraction of the value of the issued and outstanding stock of the entity; (for partnerships and limited liability companies, provide the monetary value of the holdings as a fraction of the total capitalization of the entity);*
- g. *For each class of stock or other ownership interest owned, provide the following:*
 - i. *The entity owning the stock, limited liability company membership interest or partnership interest, as applicable;*
 - ii. *The voting rights of the shares as a fraction of total voting rights, membership interests or partnership interests, as applicable; and*
- h. *A description of any conversion rights or other rights that may affect voting rights of the stock, membership interests or partnership interests, as applicable; and if the entity is a partnership or limited liability company, provide the foregoing information for every partner that holds an Attributable Interest.*

Response to Request No. 2:

The Commission staff has confirmed that the entities that are subject to this Request are limited to multichannel video programming distributors, video programmers, and OTT/OVD programmers or distributors. Liberty Media does not have an ownership interest of 5% or more in any such entity. However, in response to Subpart 2(e), Liberty Media is providing a brief biography for each of its directors and their respective terms on the board.

REQUEST

- 3. *List and describe all voting and non-voting securities, membership and partnership interests, as applicable, to be acquired by you in the Transaction:*
 - a. *List the total number of shares of each class of security;*
 - b. *List the total number of shares of each class of security being acquired;*
 - c. *Provide the identity of Persons acquiring securities;*

- d. *Provide the total number of each class of securities to be held as a result of the Transaction; and*
- e. *For the securities, membership and partnership interests to be acquired, describe any conversion rights or other rights that may affect the voting rights of the stock.*

Response to Request No. 3:

As set forth in the Response to Request No. 1, Liberty Media's holdings in Charter were spun off with Liberty Broadband on November 4, 2014, and Liberty Media has not been a party to any of the agreements entered into in connection with the Transaction.

REQUEST

4. *Describe in detail John Malone's ownership, control (whether de jure, de facto or negative), or management of Charter, Time Warner Cable, DIRECTV, Liberty Media, Liberty Broadband, Liberty Interactive, Liberty Cablevision of Puerto Rico, Liberty Global, Liberty Ventures Group, Discovery Communications, Starz, New Charter and any other MVPDs and programmers not listed herein for which he owns an interest. For each entity in which John Malone manages, controls, or has an ownership interest, please describe: (1) the nature and extent of the ownership interest and all board representation, management rights, voting rights, veto rights, or veto power; and (ii) all effects that the proposed Transaction, if consummated, would have on the interests described in response to (i).*

Response to 4:

Liberty Media refers to Liberty Broadband's response to Request No. 4, which provides the responsive information regarding Dr. Malone.

REQUEST

5. *For the companies listed in the Company's response to Information Request 4, provide all documents relating to the Company's current or future plans related to the acquisition or divestiture of ownership interests, whether partial or in full, in these entities and/or relating to any of the Company's Attributable Interest holder's current or future plans related to the acquisition or divestiture of ownership interests, whether full or partial in these companies.*

Response to Request No. 5:

Consistent with discussions with the Commission staff, Liberty Media presently is reviewing its files for documents potentially responsive to this Request. Liberty Media will supplement its response promptly upon completing such review.

REQUEST

6. *Provide all documents relating to any:*
 - a. *financial or management relationships between you and Discovery Communications, Starz, or any other programmer in which you have an Attributable Interest, including all Affiliates and Subsidiaries, or any technical, management, administrative, or other services provided by you to Discovery Communications, Starz, or any other programmer in which you have an Attributable Interest relating to the media-related activities of such programmers; and*
 - b. *involvement of John Malone or other Company officers, directors, or employees in the management or operation of Discovery Communications, Starz, or any other programmer in which you have an Attributable Interest, including, but not limited to: (1) decisions or discussions regarding which programming is presented by the programmer; (2) whether to distribute, not distribute, or stop distributing any Video Programming to any MVPD or OVD; (3) budget development or operation of Video Programming services; (4) hiring, firing, or supervising of employees; or (5) assessing the performance of any Video Programming distributed, or licensed to other distributors.*

Response to Request No. 6:

Consistent with discussions with the Commission staff, Liberty Media presently is reviewing its files for documents potentially responsive to this Request. Liberty Media will supplement its response promptly upon completing such review.

REQUEST

7. *Provide all documents discussing plans to provide the Video Programming affiliated with the Company or any of its directors, including Discovery, Starz, Charter, New Charter, or any other programmer or MVPD in which the Company has an Attributable Interest, to unaffiliated OVDs, including, but not limited to: (1) the minimum viable scale necessary for OVD entry; (2) the time required to roll out the OVD service and the steps taken or additional steps that the Company would need to take to launch the service; (3) all effects that the Transaction, if consummated, would have on these plans; and (4) presentations to management committees, executive committees, and boards of directors. For regularly prepared budgets and financial projections, the Company need only provide one copy of final year-end documents for each year and cumulative year-to-date documents for the current year.*

Response to Request No. 7:

Consistent with discussions with the Commission staff, Liberty Media presently is reviewing its files for documents potentially responsive to this Request. Liberty Media will supplement its response promptly upon completing such review.

REQUEST

8. *Identify each instance in which the Company analyzed or considered introducing or acquiring an OVD service (including in-footprint service or out-of-footprint service, and any OVD service proposed or offered by Discovery Communications, Starz or any other programmer in which the Company has an Attributable Interest) and for each such instance:*
 - a. *describe the timing of the analysis or consideration;*
 - b. *describe the service, including content, projected prices, and customers to which it would be offered, including whether the intended customers would be existing customers, other customers within your footprint, and customers outside your footprint;*
 - c. *discuss any decision made and the reasons for the decision or factors considered;*
 - d. *identify all employees or agents of the Company involved in the analysis or consideration;*
 - e. *provide all documents related to the analysis and consideration; and*
 - f. *identify documents sufficient to support your answers for each (a), (b), (c), and (d) above.*

Response to Request No. 8:

Consistent with discussions with the Commission staff, Liberty Media presently is reviewing its files for documents potentially responsive to this Request. Liberty Media will supplement its response promptly upon completing such review.

REQUEST

9. *Submit all documents discussing: the CBS All Access service; Comcast's Stream service; DISH's Sling TV service; HBO Now; Sony Entertainment Network's Vue service; or any over-the-top video streaming service that may be offered by you.*

Response to Request No. 9:

Consistent with discussions with the Commission staff, Liberty Media presently is reviewing its files for documents potentially responsive to this Request. Liberty Media will supplement its response promptly upon completing such review.

REQUEST

10. *Describe in detail, and produce and identify all documents relating to: (i) John Malone and your incentive and ability, or lack thereof, to take actions that conflict with or support New Charter's interests; and (ii) each one's incentive and ability to withhold programming or particular rights to distribute programming from other MVPDs or OVDs in order to favor or protect New Charter or to increase New Charter's sales.*

Response to Request No. 10:

As set forth in the Response to Request No. 1, Liberty Media's holdings in Charter were spun off with Liberty Broadband on November 4, 2014, and Liberty Media has not been a party to any of the agreements entered into in connection with the Transaction. Consequently, Liberty Media believes that this Request is inapplicable to it. In any event, Liberty Media refers to the response of Liberty Broadband to this Request, which demonstrates that no such incentive or ability exists.

REQUEST

11. *Identify each instance, including the relevant dates, where an MVPD has discussed with you or any of your officers, directors, or executives raising, threatened to raise, or has raised, a program access complaint as a means to obtain the right to distribute video programming in which you or any of your officers, directors, or executives, or any entity sharing officers, directors, executives or attributable interest holders with New Charter, has an attributable interest or has distribution rights, including via VOD and PPV, and separately for each type of video programming (i.e., standard or high definition), describe:*
- a. *the nature of the dispute or issue;*
 - b. *the persons involved in the dispute; and*
 - c. *how and whether the dispute or issue was resolved. To the extent the dispute was settled, explain whether the settlement required program access to the complaining party, and produce all documents relating to each instance identified, and any settlement thereof.*

Response to Request No. 11:

Consistent with discussions with the Commission staff, Liberty Media presently is reviewing its files for documents potentially responsive to this Request. Liberty Media will supplement its response promptly upon completing such review.

REQUEST

12. *The Applicants state that "there are a number of specific precautions in place to...ensure that Liberty Broadband and Advance/Newhouse cannot improperly influence New Charter." Public Interest Statement at 54. Describe in detail, and produce all documents relating to, reflecting, considering, or describing any "specific precautions" that will exist following the consummation of the transaction ensuring that:*
- a. *John Malone, Advance/Newhouse, and you cannot improperly influence New Charter; and*

- b. *John Malone, Advance/Newhouse, and you will not withhold, or cause the withholding of, programming from MVPDs or OVDs in order to favor or protect New Charter or increase New Charter's sales.*

Response to Request No. 12:

As set forth in the Response to Request No. 1, Liberty Media's holdings in Charter were spun off with Liberty Broadband on November 4, 2014, and Liberty Media has not been a party to any of the agreements entered into in connection with the Transaction. Consequently, Liberty Media believes that this Request is inapplicable to it. In any event, Liberty Media refers to the response of Liberty Broadband to Request No. 10, which discusses such "specific precautions."

REQUEST

13. *Submit all documents relating to any plans of, interest in, or efforts undertaken by the Company or any other person for any acquisition, divestiture, joint venture, alliance, or merger of any kind involving the sale of any relevant service other than the Transaction. Describe, and identify documents sufficient to show each instance when the Company attempted to partner with an MVPD to achieve joint objectives, including but not limited to, attempts to launch or deploy a coordinated or joint OVD service, business services, reciprocal access to Wi-Fi networks, out of home data access service, or mobile wireless service (e.g., sales agent, reseller, mobile virtual network operator). In the description, state the results of each instance and the reasons for its success or failure.*

Response to Request No. 13:

Consistent with discussions with the Commission staff, Liberty Media presently is reviewing its files for documents potentially responsive to this Request. Liberty Media will supplement its response promptly upon completing such review.

REQUEST

14. *Provide one copy of each related person transaction policy or procedure, including policies or procedures for Charter, Discovery, Liberty Broadband, Liberty Media, and Starz. For each policy and procedure, separately identify the persons, parties, or entities that are deemed related to John Malone and each director or officer of the Company.*

Response to Request No. 14:

Copies of the corporate governance policies and codes of conduct for the listed entities were produced by Liberty Broadband as Documents Nos. LBR-0012471-0012558. Liberty Media also refers to Schedule 14 of Liberty Broadband's Response to this Request which identifies those persons having attributable positional interests in each of Discovery, Liberty Broadband, Liberty Interactive, Liberty Media, and Starz (directors and executive officers) and any stockholders having more than 5% of an entity's common stock (either voting or non-voting).

REQUEST

- 15. Provide all documents the Company has provided to the Department of Justice during the course of its investigation into the proposed Transaction. There is a continuing obligation to supplement responses to this information request as documents are provided to DOJ.*

Response to Request No. 15:

Liberty Media did not produce documents to the Department of Justice responsive to this Request.

REQUEST

- 16. Provide one copy of (and identify the Bates number of) each agenda, summary, or minutes of any meeting of the board of directors of the Company, and one copy of each presentation or other document provided to the board (except documents solely relating to environmental, tax, human resources, OSHA, or ERISA issues).*

Response to Request No. 16:

Consistent with discussions with the Commission staff, Liberty Media presently is reviewing its files for documents potentially responsive to this Request. Liberty Media will supplement its response promptly upon completing such review. Pursuant to agreement with the Commission staff, information in board materials which is unrelated to the Transaction or predecessor transactions, video programming services and OVDs or OTT distributors is being redacted.

REQUEST

- 17. Provide in Excel format, a chart listing the identity of each document cited in or used to support your narrative responses to each of the Information and Data Requests and for each document include the Information and Data Request number(s) for which it was used.*

Response to Request No. 17:

Liberty Media provides the requested information in Excel format in the annexed Schedule 17.

Brief Biographies of Directors of Liberty Media

Directors	Biography	Length of Term
Robert R. Bennett	Mr. Bennett has served as a director of Liberty Media (including its predecessor) since September 2011. Mr. Bennett serves as Managing Director of Hilltop Investments LLC, a private investment company. Mr. Bennett served as the Chief Executive Officer of Liberty Interactive from April 1997 to August 2005 and its President from April 1997 to February 2006 and held various executive positions with Liberty Interactive from 1994 to 1997.	Until 2016
Brian M. Deevy	Mr. Deevy has been head of Royal Bank of Canada (RBC) Capital Markets' Communications, Media & Entertainment (CME) Group. Mr. Deevy has been responsible for strategic development of the CME Group's business, which includes mergers & acquisitions, private equity and debt capital formation and financial advisory engagements. Mr. Deevy also served as Chairman and Chief Executive Officer of Daniels & Associates, the investment banking firm that provided financial advisory services to the communications industry until it was acquired by RBC in 2007. Prior to joining Daniels & Associates, RBC Daniels' predecessor, Mr. Deevy was with Continental Illinois National Bank.	Until 2018
M. Ian G. Gilchrist	Mr. Gilchrist has served as a director of Liberty Media (including its predecessor) since September 2011. Mr. Gilchrist held various officer positions including Managing Director at Citigroup/Salomon Brothers from 1995 to 2008, CS First Boston Corporation from 1988 to 1995, and Blyth Eastman Paine Webber from 1982 to 1988 and served as a Vice President of Warburg Paribas Becker Incorporated from 1976 to 1982. Previously, he worked in the venture capital field and as an investment analyst.	Until 2016
Gregory B. Maffei	Mr. Maffei has served as a director and the President and Chief Executive Officer of Liberty Media (including its predecessor) since May 2007, Liberty TripAdvisor Holdings, Inc. since July 2013 and Liberty Broadband Corporation since June 2014. He has served as the President and Chief Executive Officer of Liberty Interactive Corporation since February 2006 and as a director since November 2005. He also served as its CEO-	Until 2018

Directors	Biography	Length of Term
	<p>Elect from November 2005 through February 2006. Prior thereto, Mr. Maffei served as President and Chief Financial Officer of Oracle Corporation, Chairman, President and Chief Executive Officer of 360networks Corporation, and Chief Financial Officer of Microsoft Corporation.</p>	
<p>Evan D. Malone</p>	<p>Dr. Malone has served as a director of Liberty Media (including its predecessor) since September 2011. He has served as President of NextFab Studio, LLC, a high-tech workshop offering technical training, consulting, and product design and prototyping services, since June 2009 and has been an engineering consultant for more than the past five years. Since January 2008, Dr. Malone has served as the owner and manager of a real estate property and management company, 1525 South Street LLC. During 2008, Dr. Malone also served as a post-doctoral research assistant at Cornell University and an engineering consultant with Rich Food Products, a food processing company. Dr. Malone has served as co-owner and director of Drive Passion PC Services, CC, an Internet café, telecommunications and document services company, in South Africa since 2007 and served as an applied physics technician for Fermi National Accelerator Laboratory, part of the national laboratory system of the Office of Science, U.S. Department of Energy, from 1999 until 2001.</p>	<p>Until 2017</p>
<p>John C. Malone (Chairman)</p>	<p>Mr. Malone has served as the Chairman of the Board of Liberty Media (including its predecessor) since August 2011 and as a director since December 2010. Mr. Malone served as the Chief Executive Officer of Liberty Interactive from August 2005 to February 2006. Mr. Malone served as Chairman of the Board of Tele-Communications, Inc. (TCI) from November 1996 until March 1999, when it was acquired by AT&T Corp., and as Chief Executive Officer of TCI from January 1994 to March 1997.</p>	<p>Until 2016</p>
<p>David E. Rapley</p>	<p>Mr. Rapley has served as a director of Liberty Media (including its predecessor) since September 2011. Mr. Rapley founded Rapley Engineering Services, Inc. (RESI) and served as its CEO and President from 1985 to 1998. Mr. Rapley also served as Executive Vice President of Engineering of VECO Corp. Alaska (a company that acquired RESI in 1998) from January 1998 to December</p>	<p>Until 2017</p>

Directors	Biography	Length of Term
	2001. Mr. Rapley served as the President and Chief Executive Officer of Rapley Consulting, Inc. from January 2000 to December 2014.	
Larry E. Romrell	Mr. Romrell has served as a director of Liberty Media (including its predecessor) since September 2011. Mr. Romrell held numerous executive positions with TCI from 1991 to 1999. Previously, Mr. Romrell held various executive positions with Westmarc Communications, Inc.	Until 2017
Andrea L. Wong	Ms. Wong has served as a director of Liberty Media (including its predecessor) since September 2011. Ms. Wong has served as President, International Production for Sony Pictures Television and President, International for Sony Pictures Entertainment since September 2011. She previously served as President and CEO of Lifetime Entertainment Services from 2007 to April 2010. Ms. Wong also served as an Executive Vice President with ABC, Inc., a subsidiary of The Walt Disney Company, from 2003 to 2007.	Until 2018

**List of Documents Supporting Narrative Response
Liberty Media Corporation**

Cited Document	Production Nos.	Information and Data Request
Form 8-K Current Report, filed by Liberty Media Corporation on November 10, 2014 and Exhibit	LME-0000001-0000008	1(a)
Schedule 14A Proxy Statement Liberty Media Corporation, filed April 17, 2015	LBR-0012922-0012998	2(e)