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Federal Communications Commission
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May 13, 2003

BY HAND DELIVERY

Ms. Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
445 Twelfth Street, S.W.
Washington, D.C. 20554

Re: *Consolidated Application General Motors Corporation and Hughes Electronics Corporation, Transferors, and The News Corporation Limited, Transferee, For Authority to Transfer Control, Docket No. 03-_____*

Dear Ms. Dortch:

On May 2, 2003, General Motors Corporation, Hughes Electronics Corporation ("Hughes"), and The News Corporation Limited ("News Corp.") filed the above-captioned consolidated Application seeking authority from the Commission to transfer control of licenses in connection with News Corp.'s acquisition of an interest in Hughes and related transactions. In that Application, the parties discuss the ownership interest that Liberty Media Corporation ("Liberty") holds in News Corp. (See Application at pp. 7-8.)

In a pleading dated May 12, 2003, EchoStar Communications Corporation ("EchoStar") asserts, among other things, that the discussion in the Application of Liberty's interest in News Corp. was somehow insufficient. While News Corp. does not agree with EchoStar's assertion, it nonetheless submits the enclosed Declaration of Lawrence A. Jacobs to reiterate and expand upon the information contained in the Application. This submission should remove any possible doubt as to the sufficiency of the Application as it relates to Liberty's interest in News Corp. and the proposed transaction.

HARRIS, WILTSHIRE & GRANNIS LLP

Marlene H. Dortch
May 13, 2003
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Please associate this letter with the above-captioned Application.

Respectfully submitted,



William M. Wiltshire
HARRIS, WILTSHIRE & GRANNIS LLP
1200 Eighteenth Street, N.W.
Washington, DC 20008
202-730-1300

Counsel for The News Corporation Limited

Enclosure

cc: Kenneth Ferree
Barbara Esbin
Marcia Glauberman
James Bird
JoAnn Lucanik
Gary Epstein
Richard Wiley
Pantelis Michalopoulos

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

Application of _____)
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)
GENERAL MOTORS CORPORATION AND)
HUGHES ELECTRONICS CORPORATION,)
)
Transferors.)
)
and)
)
THE NEWS CORPORATION LIMITED,)
)
)
Transferee)
)
For Authority to Transfer Control)
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DECLARATION OF LAWRENCE A. JACOBS

1. My name is Lawrence A. Jacobs. I am Executive Vice President and Deputy Counsel Counsel of The News Corporation Limited ("News Corp."). I have been Deputy General Counsel for seven years. In that position, I am responsible for and involved in a variety of corporate matters, including transactions with Liberty Media Corporation ("Liberty").

2. Liberty currently holds preferred limited voting ordinary American Depository Receipts ("ADRs") of News Corp. representing approximately 17.6% of the total issued and outstanding stock of News Corp. These ADRs have no voting rights except in a limited number of instances. Specifically, the holder of a News Corp. preferred limited voting ordinary ADR is entitled to vote: on a proposal to reduce the

share capital of the company; on a proposal to wind up or during the winding up of the company; on a proposal for the disposal of the whole of the property, business and undertaking of the company; on a proposal that affects rights attached to such preferred shares; on a resolution to approve the terms of a buy-back agreement; and during a period during which a dividend (or part of a dividend) in respect of the preferred shares is in arrears. Liberty has no other voting rights whatsoever.

3. On March 27, 2003, Liberty and News Corp. entered into an agreement that gives Liberty the right to acquire \$500 million of additional preferred limited voting ordinary ADRs of News Corp. at a price of \$21.50 per ADR (the "Option"). The Option, which has not yet been exercised, will expire if it is not exercised by September 30, 2003. If Liberty does not exercise the Option, News Corp. can require Liberty to purchase \$500 million of News Corp. preferred limited voting ordinary ADRs, at a price of \$21.50 per ADR, should News Corp. acquire an ownership interest in Hughes Electronics Corporation ("Hughes") by March 27, 2005 (the "Put").

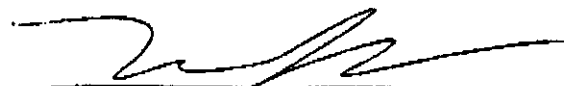
4. If Liberty were to exercise the Option prior to consummation of the transaction proposed in this proceeding, Liberty's ownership interest in News Corp. would increase from 17.6% to approximately 19%. However, News Corp. has the right to use preferred limited voting ordinary ADRs as part of the consideration to be paid to General Motors Corporation and the Hughes shareholders for News Corp.'s acquisition of an ownership interest in Hughes. If any additional ADRs are issued as a result of the proposed transaction, the interests of existing News Corp. shareholders – including Liberty – will be reduced through dilution. Assuming exercise of either the Option or the Put, if News Corp. were to exercise its right to offer ADRs as consideration to the

maximum extent permissible under the documents governing the proposed Hughes transaction, Liberty's ownership interest in News Corp. would be diluted to approximately 17.1%. If News Corp. chooses to pay for its acquisition of an ownership interest in Hughes using less than the maximum number of ADRs permissible, Liberty's interest would be diluted to a lesser extent and its interest in News Corp. would fall within the range between approximately 19% and 17.1%. If neither the Option nor the Put is exercised, Liberty's interest in News Corp. would fall within the range between approximately 17.6% and 15.8%.

5. News Corp.'s acquisition of an interest in Hughes is not contingent upon exercise of either the Option or the Put. If Liberty invests an additional \$500 million pursuant to either the Option or the Put, it will acquire no rights with respect to News Corp. other than the rights that any other investor in News Corp. preferred limited voting ordinary ADRs would acquire with a similar-sized investment. In particular, neither the Option nor the Put gives Liberty any additional rights with respect to the management or operations of News Corp. or Hughes should the proposed transaction be consummated.

I, Lawrence A. Jacobs, declare under penalty of perjury that the foregoing declaration is true and correct.

Executed on May 13, 2003


Lawrence A. Jacobs