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May 30, 2003

BY ELECTRONIC FILING

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. 03-124*

Dear Ms. Dortch:

On May 2, 2003, General Motors Corporation, Hughes Electronics Corporation, 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 status of retransmission consent agreements between the 35 broadcast television stations that are owned and operated by News Corp.'s Fox Television Stations, Inc. ("FTS") subsidiary (the "O&Os") and the multichannel video programming distributors ("MVPDs") in those O&O markets. See Application at p. 63. After further inquiry, it has been determined that certain clarifications and updates are necessary to fully reflect the status of the retransmission consent agreements and negotiations, particularly with respect to certain small cable operators. Accordingly, News Corp. hereby submits the following updated information.

FTS has granted retransmission consent (on at least a temporary basis) to every cable operator in every market where News Corp. has an O&O station. Specifically, FTS has entered into retransmission consent agreements with the eleven largest MVPDs in its O&O markets (consisting of the nine largest cable operators in those markets, DIRECTV and EchoStar), representing approximately 33.5 million subscribers or about 93% of all

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subscribers in FTS owned station markets. These agreements expire on various dates between August 31, 2003 and May 31, 2009.

Approximately 450 smaller cable operators' retransmission consent agreements with FTS expired on December 31, 2002. These operators represent approximately 2.4 million subscribers in FTS owned station markets.

- As of May 29, 2003, FTS has granted retransmission consent to approximately two-thirds of those operators without seeking carriage of any Fox Cable Networks programming service or other consideration.
- The remaining approximately one-third of those operators were asked to carry Fox Cable Networks programming in exchange for retransmission consent. Every operator in this group has either executed a written retransmission consent agreement with FTS or has been granted retransmission consent pending negotiation and execution of final cable carriage and retransmission consent agreements. Specifically, as of May 29, 2003, approximately 45% of the operators in this group have either fully executed long form retransmission consent agreements or have been granted retransmission consent without requiring execution of a long form agreement. The balance of the outstanding proposed long form retransmission consent agreements with this group of operators are being negotiated or are awaiting execution.

News Corp. will continue to update the Commission on the status of any ongoing retransmission consent negotiations as developments warrant.

Please associate this letter with the above-captioned Application.

Respectfully submitted,



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