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February 16, 2007

By Hand

Ms. Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20554

FILED/ACCEPTED

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Federal Communications Commission
Office of the Secretary

Re: Consolidated Application of News Corporation and The DIRECTV Group, Inc., Transferors, and Liberty Media Corporation, Transferee, for Authority to Transfer Control, MB Docket No. 07-18

Dear Ms. Dortch:

On January 29, 2007, News Corporation ("News Corp."), The DIRECTV Group, Inc. ("DTV"), and Liberty Media Corporation ("Liberty Media") filed applications with the FCC seeking the FCC's consent to the transfer of *de facto* control of DTV from News Corp. to Liberty Media. See File No. SAT-T/C-20070129-00021; MB Docket No. 07-18 ("Consolidated Application"). This is to inform the FCC of a transaction that Liberty Media has entered into to acquire a television station in Green Bay, Wisconsin, and its satellite station in Escanaba, Michigan.

As a result of this transaction, Liberty Media will no longer have even its non-attributable ownership interest in CBS Corporation ("CBS") which was reported on page 10 of the Consolidated Application. To the extent that Liberty Media's acquisition of WFRV-TV, in the Green Bay-Appleton, Wisconsin, designated market area ("DMA") and its satellite station WJMN-TV in the Marquette, Michigan, DMA introduces a *de minimis* level of vertical integration with broadcast television, Liberty Media proposes to adopt each of the broadcast-related conditions imposed on News Corp. with respect to the two broadcast television stations it seeks to acquire.

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On February 12, 2007, Liberty Media and CBS entered into a share exchange agreement whereby Liberty Media will exchange its shares of CBS common stock for the shares of a subsidiary of CBS which will hold CBS' ownership interest in television station WFRV-TV and its satellite station WJMN-TV and cash. Liberty Media and CBS have filed an

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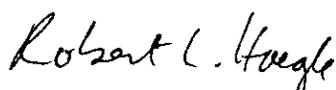
application seeking the FCC's consent to the transfer of control of the CBS subsidiary, and of the WFRV-TV and WJMN-TV broadcast licenses, to LMC BET Holdings, LLC, a wholly-owned subsidiary of Liberty Media. See BTCCT-20070212BBC; BTCCT-20070212BBD, filed Feb. 12, 2007.

In the Consolidated Application, Liberty Media proposes to comply with the relevant conditions regarding program discrimination, carriage and access, including regional reports network programming, adopted by the FCC in its order approving News Corp.'s acquisition of a *de facto* controlling interest in DTV. See *General Motors Corporation and Hughes Electronics Corporation, Transferors, and The News Corporation Limited, Transferee*, 19 FCC Rcd. 473 (2004) ("News Corp.-Hughes Order"), at Appendix F. Liberty Media has offered to comply with such conditions in order to address and eliminate any concerns regarding these matters in the context of Liberty Media's proposed acquisition of *de facto* control of DTV.

In light of Liberty Media's proposed acquisition of a controlling interest in WFRV-TV and WJMN-TV, Liberty Media offers to abide by conditions with respect to WFRV-TV and WJMN-TV similar to those regarding access to local broadcast television programming that the FCC established in the News Corp.-Hughes Order (*see* News Corp.-Hughes Order, Appendix F. IV). These conditions include the provisions for commercial arbitration in the case of a negotiating impasse with other multichannel video programming distributors regarding retransmission consent for WFRV-TV and WJMN-TV.

Please associate this letter with the Consolidated Application in MB Docket No. 07-18.

Sincerely,



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RLH:gt