

March 5, 2007

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 of News Corporation and The DIRECTV Group, Inc., Transferors, and Liberty Media Corporation, Transferee, For Authority to Transfer De Facto Control*, MB Docket No. 07-18

Dear Ms. Dortch:

On January 29, 2007, News Corporation (“News Corp.”), The DIRECTV Group, Inc. (“DIRECTV”), and Liberty Media Corporation (“Liberty Media”, and collectively with News Corp. and DIRECTV, the “Applicants”) filed the above-captioned consolidated Application seeking authority from the Commission to transfer *de facto* control of licenses in connection with Liberty Media's acquisition of News Corp.'s interest in DIRECTV and related transactions. The Commission staff has requested permission to review all documents (including any deposition transcripts and exhibits) provided by the Applicants to the Department of Justice (“Department”) in connection with the Department's review of the proposed transaction pursuant to the Antitrust Civil Process Act and Hart-Scott-Rodino Antitrust Improvements Act, and to engage in discussions with representatives of the Department with respect to those documents (collectively, the “HSR Protected Materials”) and the status of the Department's review. We have now agreed to the Commission staff's requests, on the understanding that the Commission will treat the HSR Protected Materials as confidential documents pursuant to Section 0.459 of the Commission's rules, 47 C.F.R. § 0.459, and that the discussions with the Department will be treated as exempt *ex parte* presentations under Section 1.1204(a)(5) and (6) of the Commission's rules, 47 C.F.R. § 1.1204(a)(5) and (6).

With respect to discussions between representatives of the Commission and the Department, the Applicants have sent a joint letter to the Department waiving the confidentiality provisions of the Hart-Scott-Rodino Act, the Antitrust Civil Process Act, and any applicable confidentiality provisions governing the HSR Protected Materials in order to permit full discussions between representatives of the Department and the Commission with respect to HSR Protected Materials and the status of the Department's review of the transaction proposed by the Applicants. A copy of that letter is enclosed.

This waiver also permits the Department to allow the Commission's staff to review the HSR Protected Materials in the Department's possession. As noted above, this waiver is

based on the Applicants' understanding that the discussions will be treated as exempt *ex parte* presentations under Section 1.1204(a)(5) and (6) of the Commission's rules and will not be disclosed, except as required under that section.

Finally, the agreements and waivers set forth above are further based on the Applicants' understanding that if, in connection with its decision in this proceeding, the Commission intends to rely upon or otherwise make reference to the contents of any of the HSR Protected Materials, or the substance of its discussions with the Department, it will do so in the same manner in which it maintained the confidentiality of similar protected information in the *Bell Atlantic/NYNEX Order*, 12 FCC Rcd. 19985 (1997). In the case of that Order, the Commission embodied its discussion of confidential information in a separate Exhibit E that was placed under seal and not released publicly as part of the Order.

Please do not hesitate to contact the undersigned persons if you have any questions regarding any of the foregoing or the enclosed document. Thank you.

Sincerely yours,

/s/
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March 5, 2007
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Enclosure

cc: Sarah Whitesell
James Bird

March 2, 2007

BY HAND DELIVERY

Yvette Tarlov
United States Department of Justice
Antitrust Division
Telecommunications and Media Enforcement Section
1401 H Street, N.W.,
Washington, D.C. 20530

Re: *News Corporation and The DIRECTV Group, Inc., Transferors, and Liberty Media Corporation, Transferee*

Dear Ms. Tarlov:

On January 29, 2007, Liberty Media Corporation ("Liberty Media"), News Corporation ("News"), and The DIRECTV Group, Inc. ("DIRECTV," and, together with Liberty Media and News, the "Applicants") filed a consolidated application with the Federal Communications Commission (the "Commission") seeking Commission approval of the transfer of *de facto* control of DIRECTV from News to Liberty Media.

In conversations with Commission staff, counsel for the Applicants discussed the staff's request to review all materials (including deposition transcripts and exhibits, if any) provided, or to be provided, by the Applicants or other persons acting on the Applicants' behalf to the Department of Justice ("Department") that the Department uses in connection with the Department's review of the proposed transaction pursuant to the Hart-Scott-Rodino Antitrust Improvements Act and the Antitrust Civil Process Act (collectively, the "HSR Protected Materials"), and to engage in discussions with representatives of the Department with respect to those materials and the status of the Department's review. The Applicants agree to the Commission staff's requests, subject to the following conditions:

1. The Applicants waive the confidentiality provisions of the Hart-Scott-Rodino Antitrust Improvements Act, the Antitrust Civil Process Act, and any applicable confidentiality provisions governing the HSR Protected Materials (including, without limitation, the exemptions from disclosure set forth at 5 U.S.C. §§ 552(b)(4), 552(b)(7)(A), and 552(b)(7)(D))¹ only to the extent necessary to permit (1) full discussions between representatives of the Department and

¹ See also *Critical Mass Energy Project v. Nuclear Regulatory Commission*, 975 F.2d 871 (D.C. Cir. 1992) (voluntarily submitted financial or commercial information not customarily released to the public is exempt from disclosure); *National Labor Relations Board v. Robbins Tire and Rubber Co.*, 437 U.S. 214 (1978) (information that could interfere with enforcement proceedings if released is exempt from disclosure); and *United States Dept. of Justice v. Landano*, 508 U.S. 165 (1993) (information that could identify a confidential source if released is exempt from disclosure).

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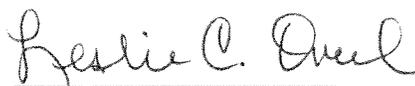
Commission personnel working on the News-Liberty Media proceeding regarding the HSR Protected Materials and the Department's review of the transaction; and (2) Commission personnel working on the News-Liberty Media proceeding to review, and to take notes regarding, the HSR Protected Materials, *provided that* any information derived from the HSR Protected Materials and any notes taken by Commission personnel relating to the HSR Protected Materials will be treated as confidential pursuant to the Commission's rules and will not be made a part of the Commission's administrative record or otherwise communicated to anyone other than employees of the Department, each of the Applicants (as to their own confidential information), or Commission personnel working on the News-Liberty Media proceeding, and *provided further that* such restrictions shall not apply to any documents or information provided by the Applicants directly to the Commission (including any documents or information that may be identical to documents or information included in the HSR Protected Materials), which shall be governed by a protective order to be issued by the Commission or a constituent Bureau thereof in connection with the proceeding ("Protective Order").

2. Any discussions between the Department and Commission personnel will be treated as exempt *ex parte* presentations under Section 1.1204(a)(5) and (6) of the Commission's Rules, 47 C.F.R. § 1.1204(a)(5) and (6), and will not be disclosed to anyone other than the Applicants, except as required under those sections, and *provided that* any such disclosure which would reveal any trade secret, commercial or financial information or other privileged or confidential information shall occur only in accordance with the Protective Order to be issued in this proceeding and as otherwise expressly provided in this letter.

Finally, the agreements and waivers set forth above are further based on the Applicants' understanding that if, in connection with its decision in the News-Liberty Media proceeding, the Commission intends to rely upon or otherwise make reference to the contents of any of the HSR Protected Materials, or the substance of its discussions with the Department, it will do so in the same manner in which it maintained the confidentiality of similar protected information in the *Bell Atlantic/NYNEX Order*, 12 FCC Rcd. 19985 (1997). In the case of that Order, the Commission embodied its discussion of confidential information in a separate Exhibit E that was placed under seal and not released publicly as part of the Order.

Please do not hesitate to contact us if you have any questions regarding the foregoing.

Sincerely,



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