

MB Docket No. 07-18
INFORMATION AND DOCUMENT REQUEST FOR LIBERTY
June 15, 2007

I. Corporate Organization and Control

A. File any and all agreements relating to the Transaction, including but not limited to: the ancillary agreements and amendments to the *Share Exchange Agreement*, the standstill agreements, the separate letter agreements and the non-compete agreements by and between any of the Applicants. The agreements and amendments include, but are not limited to:

1. National Sports Programming agreements;
2. Agreements with National Advertising Partners;
3. Technical Services Agreements for the three Fox RSNs that Liberty will acquire in the Transaction;
4. Transitional Services Agreement for the three Fox RSNs that Liberty will acquire in the Transaction;
5. Production Services Agreement for the three Fox RSNs that Liberty will acquire in the Transaction;
6. Sports Access Agreement for the three Fox RSNs that Liberty will acquire in the Transaction;
7. Webpage Services Agreement for the three Fox RSNs that Liberty will acquire in the Transaction;
8. FSD Representation Agreement;
9. Regional Sports Network License Agreement;
10. Global Affiliation Agreement Side Letter;
11. Fox College Sports License Agreement;
12. DIRECTV Non-Competition Agreement;
13. The RSN Subsidiary Non-Competition Agreement; and
14. The Separate Letter Agreement referenced on page 4, footnote 5 of News Corporation's Opposition and Reply Comments of April 9, 2007.

B. For each corporate or other entity in which Liberty or Discovery Communications own 5% or more of the issued and outstanding stock of any class or in which Liberty or Discovery Communications otherwise have an Attributable Interest provide the following:

1. The name of the entity;
2. The lines of business of the entity;
3. The executive officers of the entity;
4. The directors of the entity before and after the Transaction including:
 - a) A brief biography of each director; and
 - b) The length of his term on the board;
5. The monetary value of the holdings as a fraction of the value of the issued and outstanding stock of the entity (for partnerships, provide the monetary value of the holdings as a fraction of the total capitalization of the entity);
6. For each class of stock owned, provide the following:

- a) The Liberty or Discovery Communications entity owning the stock (for partnerships, the Liberty or Discovery Communications entity owning the partnership share);
 - b) The voting rights of the shares as a fraction of total voting rights (for partnerships, the voting rights of the partnership share as a fraction of total voting rights); and
 - c) A description of any conversion rights or other rights that may affect voting rights of the stock (for partnerships, a description of any rights or contingencies that may affect the partner's voting rights); and
 7. If the entity is a partnership, provide the foregoing information for every partner that holds an Attributable Interest.
- C.** List and describe all voting and non-voting securities to be acquired by Liberty in the Transaction:
1. List the total number of shares of each class of security;
 2. List the total number of shares of each class of security being acquired;
 3. Provide the identity of persons acquiring securities;
 4. Provide the total number of each class of securities to be held as a result of the Transaction; and
 5. For the securities to be acquired, describe any conversion rights or other rights that may affect the voting rights of the stock.
- D.** Provide all Documents relating to:
1. Any financial and/or management relationships between or among Liberty, Discovery Holding Company, and Discovery Communications, including all affiliates and subsidiaries, or any technical, management, administrative, or other services provided by Liberty to Discovery Communications relating to Discovery Communications' media-related activities;
 2. Any involvement of Dr. John C. Malone and/or other Liberty officers, directors, or employees in the management or operation of Discovery Communications including, but not limited to: (1) decisions or discussions regarding which programming is presented by Discovery Communications; (2) pricing and/or marketing of programming services; (2) affiliate relations and program carriage negotiations; (3) budget development or operation of video programming services provided by Discovery Communications; (4) hiring, firing, or supervising of Discovery Communications' employees; or (5) assessing the performance of any video programming provided by Discovery Communications.
- E.** Provide all Documents relating to:
1. Any involvement of Dr. Malone and/or other Liberty Media Corporation officers, directors, or employees in the management or operation of Liberty Cablevision of Puerto Rico, including, but not limited to: the pricing, marketing, program carriage and negotiations, and other strategic and/or operational aspects of cable services provided by Liberty Cablevision of Puerto Rico;

2. Dr. Malone's proposal to be insulated from decisions regarding the operations of Liberty Cablevision Puerto Rico or DirecTV Latin America after the Transaction.

II. Cable Systems

A. Identify each Cable System located in the United States that is owned, operated, managed by, or attributed to the Company, and for each provide the following:

1. The Physical System IDs (PSID) and Community Unit IDs (CUID);
2. Counties, "municipios," or other subdivisions served by the Cable System;
3. ZIP codes served by the Cable System; and
4. List of competing MVPDs, excluding private cable and wireless cable operators, and the technology used by the competitor.

B. For the Cable Systems identified in II.A, for each quarter from January 1, 2004 to the present, provide the following at the most granular reporting level retained in the ordinary course of business:

1. The number of households for which each of the following services were available:
 - a) Basic Cable;
 - b) Expanded Basic Cable;
 - c) Digital Cable;
 - d) Residential High-speed Internet Access; and
 - e) Telephony.
2. Total Subscribers for each of the following services:
 - a) Basic Cable;
 - b) Expanded Basic Cable;
 - c) Digital Cable;
 - d) Residential High-speed Internet Access; and
 - e) Telephony.
3. Average monthly churn among Subscribers, expressed as a percentage, for each of the following services:
 - a) Basic Cable;
 - b) Expanded Basic Cable;
 - c) Digital Cable;
 - d) Residential High-speed Internet Access; and
 - e) Telephony.

C. For each Cable System identified in II.A that is located in Puerto Rico, identify the packages or tiers of video programming service currently offered for sale, and for each state:

1. The video programming carried in the package;
2. The number of subscribers to the package;
3. The monthly recurring price for the package assuming the customer does not take advantage of any promotional offerings; and

4. Any other packages or services which must be purchased in order to receive the package.
- D.** For each Cable System identified in II.A that is located in Puerto Rico, identify the video programming currently sold on an a la carte basis and for each state:
1. The name of the video programming;
 2. The number of subscribers to the programming;
 3. The monthly recurring price for the programming assuming the customer does not take advantage of any promotional offerings; and
 4. Any packages or other services that must be purchased in order to receive the video programming.
- E.** For each Cable System identified in II.A that is located in Puerto Rico, provide, at the most granular reporting level retained in the ordinary course of business, the average revenue per Subscriber, gross margin per Subscriber, and operating margin per Subscriber for each quarter from January 1, 2004 to the present for the following services. In addition, provide an explanation of the methods used to allocate multi-product discounts to the individual product lines:
1. Basic Cable;
 2. Expanded Basic Cable;
 3. Digital Cable;
 4. Residential High-speed Internet Access;
 5. Telephony.
- F.** Provide the following details on all contracts for video programming that make Liberty the exclusive satellite or MVPD provider of that programming in any area of the United States:
1. Name of programming;
 2. Name of programming owner;
 3. Programming packages in which programming is sold and whether the programming is available on an a la carte basis;
 4. Number of customers who subscribe to the programming package containing the exclusive in the most recent time period;
 5. Date contract began;
 6. Date contract terminates;
 7. Names of any other MVPDs that previously carried the programming prior to the exclusive arrangement with Liberty; and
 8. Date at which exclusivity expires.
- G.** Provide all Documents relating to plans, analyses, assessments or consideration of plans to modify, terminate, or enter into new exclusive programming distribution arrangements in the United States.

- H.** Provide all Documents relating to:
1. Pricing, promotions, and programming targeting the customers of other MVPDs, as well as customers who have never subscribed to an MVPD service;
 2. The pricing, promotions, and programming of competing MVPDs;
 3. The extent to which consumers explore available options when choosing an MVPD service; and
 4. The reasons why customers stop or start purchasing the Company's MVPD service and the MVPD services which they substitute to or from.

- I.** Provide all Documents relating to econometric analyses conducted by or contracted for by Liberty, including, but not limited to:
1. Estimates of the demand function for MVPD services;
 2. Estimates of the own price elasticity of demand for MVPD service; and
 3. Estimates of the cross-price elasticity of demand between MVPD services.

J. Provide all Documents relating to any plans or proposals Liberty has considered for changing the programming packages and prices of any MVPD service in the United States, including that of DIRECTV, following the Transaction.

K. Provide a detailed description and explanation of Liberty's plans for providing and expanding local-into-local and HDTV services, and provide analyses and/or studies that have been prepared regarding such plans, as well as the data used in the analyses or studies and an explanation of the methodology used in the analyses or studies.

L. Provide a detailed description and explanation of how and when Liberty plans to offer a "seamless, integrated service in all markets" through a "mix of delivery mechanisms" as described in pages 11-13 of the Consolidated Opposition to Petitions to Deny and Response to Comments filed by DIRECTV on April 9, 2007.

III. Video Programming

- A.** Identify each Video Programming Network distributed in the United States in which your Company holds a financial, positional, or other interest (including, but not limited to, any Attributable Interest) and for each such network identify:
1. The financial, positional, or other interest (including, but not limited to, any Attributable Interest) held by each of the Applicants;
 2. Changes in any of the foregoing interests of the Company if the license transfer is approved;
 3. The launch date; and
 4. The total number of MVPD subscribers who received the network during each year from launch to present.

B. Identify each video programming company (not already identified in III.A.) in which your Company holds a financial, positional, or other interest (including, but not limited to, any Attributable Interest) and for each such company identify:

1. The financial, positional, or other interest (including, but not limited to, any Attributable Interest) held by each of the Applicants; and
2. Changes in any of the foregoing interests of the Company if the license transfer is approved.

C. Identify all Sports Teams, Leagues, and Organizations with which the Company, or a Video Programming Network in which the Company has a financial, positional or other interest (including, but not limited to, any Attributable Interest), has a contract granting distribution rights in the United States, and for each state:

1. The official name of the Team, League, or Organization, the sport played, and its home venue;
2. The term of the contract that grants the right to distribute the Sports Programming in the United States and whether the Company has a right of first refusal;
3. The geographic area in which the Company has rights to distribute the Sports Programming;
4. The percentage of total Live events entitled to be distributed Live under the agreement and the percentage for which the Live distribution rights are exclusive to Video Programming Networks or MVPDs in which the Company has an interest; and
5. The Video Programming Networks currently distributing the programming in the United States.

D. Provide all Documents relating to deliberations and decisions to launch new Sports Programming Networks.

E. Explain the scope of any limitations on Liberty Media Corporation's commitment to refrain from selling affiliated programming on an exclusive basis to any MVPD in the United States and to make such programming available on a nondiscriminatory basis, specifically whether Liberty Media Corporation's commitment is intended to exclude any affiliated programming that is or may be distributed to MVPDs in the United States (see Consolidated Application at 4, Liberty Opposition at 3-6).

IV. Claimed Public Interest Benefits

A. With respect to the synergies that Applicants expect will materialize (see Consolidated Application at 21):

1. Identify and quantify the specific synergies Applicants expect will materialize;
2. State when these synergies are expected to materialize;
3. State with specificity how the expected synergies will benefit consumers;
4. Explain why the expected synergies can be achieved only through the Transaction and not through contractual means; and

5. Provide any and all Documents that discuss, identify, quantify, or otherwise relate to the expected synergies.

B. With respect to the advanced services Applicants discuss in the Consolidated Application (see Consolidated Application at 20-21):

1. Describe with specificity the types of advanced services DIRECTV will offer to consumers as a result of the Transaction;
2. State when Applicants expect that these services will be deployed;
3. Explain why they are more likely to be deployed as a result of the Transaction; and
4. Provide any and all documents that discuss, identify, or otherwise relate to plans or projections for deployment of such services.

Definitions and Instructions

For the purposes of this request, the following definitions and instructions apply.

- A. “Liberty” means Liberty Media Corporation, its subsidiaries, and any affiliate in which it or a subsidiary holds an Attributable Interest pursuant to Section 76.1000(b) of the Commission’s rules or any entity in which Dr. John C. Malone holds an Attributable Interest pursuant to Section 76.1000(b) of the Commission’s rules, excluding Discovery Communications.
- B. “News Corporation” means News Corporation, its subsidiaries and any affiliate in which it or a subsidiary holds an Attributable Interest pursuant to Section 76.1000(b) of the Commission’s rules, or any entity in which Mr. K. Rupert Murdoch or members of his immediate family hold an Attributable Interest pursuant to Section 76.1000(b) of the Commission’s rules.
- C. “DIRECTV” means The DIRECTV Group, Inc., its subsidiaries and any affiliate in which it or a subsidiary holds an Attributable Interest pursuant to Section 76.1000(b) of the Commission’s rules.
- D. “Attributable Interest” means any interest that is attributable under Section 76.1000(b), including but not limited to: (a) any equity interest or any debt interest, including, but not limited to (1) voting or non-voting stock, options or warrants (whether or not exercised); partnership interests; or limited liability company interests; (2) any agreements, term sheets or letters of intent, whether executed or in draft, that contain rights to acquire any such interests; and (b) any positions held as director, officer, partner, managing member, or similar positions, including the right to appoint persons to such positions.
- E. “Cable System” means the area served by a single headend owned by, managed by, or attributed to a wireline MVPD such as, but not limited to, a cable system, open video system, or broadband service provider.
- F. “The Company” means Liberty.
- G. “Digital Cable Service” means all video programming packages that contain Video Programming Networks delivered in digital form.
- H. “Documents” means all computer files and written, recorded, and graphic materials of every kind in the possession, custody or control of the Company. The term “Documents” includes electronic correspondence and drafts of Documents, copies of Documents that are not identical duplicates of the originals, and copies of Documents the originals of which are not in the possession, custody, or control of the Company. The term “computer files” includes information stored in, or accessible through, computer or other information

retrieval systems. Thus, the Company should produce Documents that exist in machine-readable form, including Documents stored in personal computers, portable computers, workstations, minicomputers, mainframes, servers, backup disks and tapes, archive disks and tapes, and other forms of offline storage, whether on or off Company premises. Electronic mail messages should also be provided, even if only available on backup or archive tapes or disks. Computer files shall be printed and produced in hard copy or produced in machine-readable form (provided that FCC staff determine prior to submission that it would be in a format that allows the Commission to use the computer files), together with instructions and all other materials necessary to use or interpret the data. Unless otherwise specified, the term “Documents” excludes bills of lading, invoices, purchase orders, customs declarations, and other similar Documents of a purely transactional nature and also excludes architectural plans and engineering blueprints.

- I. “Expanded Basic Cable Service” means all video programming packages that consist entirely of Video Programming Networks delivered in analog form (or capable of being delivered in analog form in the case of digital simulcast), excluding the mandatory basic tier containing over-the-air broadcast stations.
- J. “Live” means simultaneous or same-day distribution of the event.
- K. “MVPD” means, and information shall be provided separately for:
 - 1) The local distribution of video programming through terrestrial-based cable transmission facilities by a cable operator or broadband service provider;
 - 2) Direct broadcast satellite and direct-to-home services that transmit video programming directly from one or more satellites to subscribers; and
 - 3) The local distribution or provision of video programming through any other means including, but not limited to MMDS, SMATV, OVS, and facilities of common carrier telephone companies or their affiliates.
- L. “Relating to” means in the whole or in part constituting, containing, concerning, discussing, describing, analyzing, identifying, or stating.
- M. “Residential High-Speed Internet Access” means Internet access provided over Company-owned or leased infrastructure to residential customers at speeds exceeding 200 kilobits per second (kbps) in at least one direction.
- N. “Sports Programming” is limited to sporting events associated with Sports Teams, Leagues, and Organizations.
- O. “Sports Programming Network” is limited to Video Programming Networks that distribute a minimum of 100 hours of Sports Programming, or 10% of the games of a Sports Team, on an annual basis.

- P. "Sports Teams, Leagues, and Organizations" are limited to the National Basketball Association, National Football League, Major League Baseball, National Hockey League, NCAA Division 1 Football, NCAA Division 1 Basketball, NASCAR, Liga de Béisbol Profesional de Puerto Rico, Baloncesto Superior Nacional de Puerto Rico, Liga Mayor de Fútbol Nacional de Puerto Rico, and the Puerto Rico Islanders of the United Soccer Leagues First Division.
- Q. "Subscriber" means any person or entity that subscribes to the referenced service, tier, programming package, or Video Programming Network.
- R. "Telephony" means voice telecommunications service delivered using circuit switched or packet-based technology.
- S. "Transaction" means all transactions contemplated in the Consolidated Application for Authority to Transfer Control filed by News Corporation, DIRECTV and Liberty on January 29, 2006, including any and all transactions described in the *Share Exchange Agreement by and between News Corporation and Liberty as of December 22, 2006* submitted with the Applicants' Consolidated Application for Authority to Transfer Control, plus any and all agreements and amendments.
- T. "United States" means the United States, its possessions, territories, and outlying areas.
- U. "Video Programming Network" is limited to non-broadcast linear video programming networks. For the purposes of this Information and Document Request it does not include programming offered on a pay-per-view, or video-on-demand basis.
- V. Unless otherwise specified, each of the Document or data requests calls for Documents and data for the previous 24-month period.
- W. Please indicate which request number submitted materials are responsive to and group those submitted materials according to that request number. If a Document is responsive to more than one request, provide the Document for the first request to which it is responsive, and in later instances where it would be responsive, identify the response in which it was originally submitted.
- X. Responses to items II.A, II.B, II.C, II.D and II.E should be submitted only in machine-readable spreadsheet format. Clearly and completely label all columns and rows of the spreadsheet. Indicate the Company and the number and subpart of the request in the title at the top of each spreadsheet, in each spreadsheet's file name, and on the label of each CD submitted.

- Y. Corporations and other entities should be identified by their legal and "dba" names, as well as the Central Index Key (CIK) assigned by the Securities and Exchange Commission (SEC). A unique identifier should be used for each entity that has not been assigned a CIK by the SEC.