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July 10, 2007

Via Hand Delivery

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

FILED/ACCEPTED
JUL 10 2007
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:

Enclosed is the Response of Liberty Media Corporation ("Liberty Media"), including Schedules 1-4 thereto, to the Information and Document Request for Liberty, dated June 15, 2007 ("Request"). In responding to the Request, Liberty Media has set forth the Commission's individual requests followed by its responses. Liberty Media is producing documents responsive to the Request, as set forth in its Response, under separate cover.

Pursuant to the Protective Orders adopted in this proceeding on May 21, 2007 and July 10, 2007, Liberty Media has designated certain information in its Response as "Confidential" or "Highly Confidential" and is submitting two redacted copies of its Response for the public record. The Request generally seeks information and documents which are confidential and proprietary. Liberty Media has reviewed the materials carefully in determining whether they should be classified as publicly available, confidential, or highly confidential.

Liberty Media is separately filing one copy of the Confidential Filing with the Commission Secretary's Office and two copies with Mr. William Beckwith, Industry Analysis Division, Media Bureau, pursuant to Paragraph 5 of the May 21 Protective Order. Liberty Media will make the Confidential Filing available for inspection in accordance with the

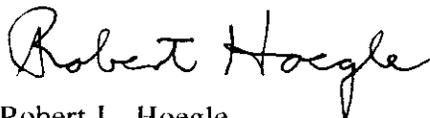
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Protective Orders at the offices of Nelson, Mullins, Riley & Scarborough LLP at the above address. Please contact Thomas Bardo, Esquire ((202) 712-2817) to make arrangements for such inspection.

If you have any questions regarding the enclosures, please contact me.

Respectfully submitted,



Robert L. Hoegle
Counsel for Liberty Media Corporation

RLH:kjk
Enclosures

cc: Sarah Whitesell, Media Bureau (By E-mail)
Tracy Waldon, Media Bureau (By E-mail)
Royce Sherlock, Media Bureau (By E-mail)
Patrick Webre, Media Bureau (By E-mail)
William Beckwith, Media Bureau (By E-mail)
Jim Bird, Office of General Counsel (By E-mail)
JoAnn Lucanik, International Bureau (By E-mail)
Jeffrey Tobias, Wireless Telecommunications Bureau (By E-mail)

MB Docket No. 07-18
RESPONSE OF LIBERTY MEDIA CORPORATION TO
INFORMATION AND DOCUMENT REQUEST FOR LIBERTY

FILED/ACCEPTED
JUL 10 2007
Federal Communications Commission
Office of the Secretary

Liberty Media Corporation ("Liberty Media") hereby responds to the Commission's Information and Document Request for Liberty, dated June 15, 2007 ("Liberty Request"), as subsequently clarified by the Commission staff. The Commission staff's clarifications are set forth in the July 3, 2007 letter of Robert L. Hoegle, Liberty Media's counsel. The Commission subsequently forwarded the Liberty Request to counsel for Discovery Holding Company ("Discovery Holding") and Liberty Global, Inc. ("Liberty Global"), and Liberty Media understands that those entities are responding separately to portions of the Liberty Request. Nonetheless, to the extent that Liberty Media has identified responsive information or documents regarding Discovery Holding or Liberty Global, it is including such information and documents in this Response. Further, to the extent that Liberty Media has relied upon publicly available documents or information, such as filings with the Securities and Exchange Commission or company websites, Liberty Media has identified those information sources in its Response.

The definition of "Liberty" in the Liberty Request includes Dr. John C. Malone and "any entity in which Dr. John C. Malone holds an Attributable Interest...." The information for, and documents of, Dr. Malone, which have been identified as responsive to the Liberty Request, are included in this Response.

This Response refers to certain documents which Liberty Media has identified as responsive to specific items in the Liberty Request. Liberty Media has attempted to categorize such documents by request number in accordance with Definition and Instruction W to the Liberty Request. Pursuant to the Protective Order, released May 21, 2007, and the Second Protective Order, released July 10, 2007, Liberty Media is submitting such documents contemporaneously under separate cover.

REQUEST

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;*

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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.*

RESPONSE TO REQUEST NO. I.A.1-14:

Liberty Media is producing copies of all agreements and any amendments thereto responsive to Request No. I.A as LMC.I.A.0000001-LMC.I.A.0000438. The "Regional Sports Network License Agreement" identified in Request No. I.A.9 is the same as the "Fox College Sports License Agreement" identified in Request No. I.A.11.

In addition to the agreements specifically identified in Request No. I.A.1-14, Liberty Media has produced copies of the following agreements and related documents: Tax Matters Agreement; Parent Disclosure Letter; LMC Disclosure Letter; Letter Agreement between Liberty Media and News Corporation regarding Seattle Mariners and Amendment to Mariners Letter Agreement, dated February 22, 2007; Letter Agreement between Liberty Media and DIRECTV Group, Inc. regarding DIRECTV board matters; Letter Agreement among Mr. K. Rupert Murdoch, the Murdoch Family Trust, Cruden Financial Services LLC, News Corporation and Liberty Media regarding certain proxies and the Letter Agreement terminating such agreement, dated January 3, 2007; and the Letter Agreement between Liberty Media and News Corporation regarding the Ancillary Agreements.

REQUEST

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*

Executive Officers

John C. Malone, Chairman of the Board
Gregory B. Maffei, President/CEO
Charles Y. Tanabe, Executive Vice President/Secretary/General Counsel
David J.A. Flowers, Senior Vice President/Treasurer
Albert E. Rosenthaler, Senior Vice President – Tax
Christopher W. Shean, Senior Vice President/Controller

Directors

Robert R. Bennett. (a) Mr. Bennett served as President of Liberty Media's predecessor from April 1997 to February 2006 and as Chief Executive Officer of Liberty Media's predecessor from April 1997 to August 2005. Mr. Bennett held various executive positions since Liberty Media's inception in 1990. Mr. Bennett has served as President of Discovery Holding since March 2005. Mr. Bennett also serves as a director of Discovery Holding and Sprint Nextel Corporation. (b) Mr. Bennett has served as a director of Liberty Media since May 2006.

Donne F. Fisher. (a) Mr. Fisher was a director of Liberty Media's predecessor from October 2001 to May 2006. He has served as President of Fisher Capital Partners, Ltd., a venture capital partnership, since December 1991. He also served as Executive Vice President of Tele-Communications, Inc. ("TCI") from January 1994 to January 1996. (b) Mr. Fisher has been a director of Liberty Media since May 2006.

Paul Gould. (a) Mr. Gould has served as a Managing Director and Executive Vice President of Allen & Company LLC, an investment banking services company, for at least five years. He served as a director of Liberty Media's predecessor from March 1999 until May 2006. Mr. Gould is a director of Discovery Holding, Ampco-Pittsburgh Corporation and Liberty Global. (b) Mr. Gould has served as a director of Liberty Media since May 2006.

Gregory B. Maffei. (a) Mr. Maffei has served as Chief Executive Officer, President and Director of Liberty Media since March 2006. He also served as Chief Executive Officer and President of Liberty Media's predecessor since February 2006 and a director of Liberty Media's predecessor from November 2005 to May 2006 and Chief Executive Officer-elect of Liberty Media's predecessor from November 2005 to February 2006. Mr. Maffei served as President and Chief Financial Officer of Oracle Corporation from June 2005 until November 2005. Mr. Maffei served as Chairman and Chief Executive Officer of 360networks Corporation from January 2000 until June 2005. Previously, Mr. Maffei was Chief Financial Officer of Microsoft Corporation

and Chairman of the Board of Expedia, Inc. Mr. Maffei serves as a director of Electronic Arts, Inc. (b) Mr. Maffei has served as a director of Liberty Media since March 2006.

Dr. John C. Malone. (a) Dr. Malone has served as the Chairman of the Board and as a Director of Liberty Media since March 2006. He served as the Chairman of the Board and as a Director of Liberty Media's predecessor since 1990. Dr. Malone also served as Chairman of the Board of TCI from November 1996 to March 1999 and Chief Executive Officer of TCI from January 1994 to March 1999. Dr. Malone serves as Chairman of the Board of Liberty Global and as a director of IAC/InterActive Corp. and Expedia, Inc. Dr. Malone also has served as Chairman and Chief Executive Officer of Discovery Holding since March 2005. (b) Dr. Malone has served as a director of Liberty Media since March 2006.

David E. Rapley. (a) Mr. Rapley served as a director of Liberty Media's predecessor from July 2002 to May 2006. Mr. Rapley currently serves as a director of Merrick & Co., and chairman of the board of Merrick Canada ULC, both private engineering firms. Mr. Rapley served as Executive Vice President, Engineering of VECO Corp.-Alaska, a provider of project management, engineering, procurement, construction and other services to the energy resource and process industries, from January 1998 to December 2001. Mr. Rapley also serves as a director of Discovery Holding and a director of Liberty Global. (b) Mr. Rapley has served as a director of Liberty Media since May 2006.

M. Lavoy Robison. (a) Mr. Robison has served as executive director and a board member of The Anschutz Foundation (a private foundation) since January 1998. Mr. Robison also serves as a director of Discovery Holding. (b) Mr. Robison has served as a director of Liberty Media since May 2006.

Larry E. Romrell. (a) Mr. Romrell served as a director of Liberty Media's predecessor from March 1999 to May 2006. Mr. Romrell served as a director of TCI from January 1994 to March 1999. Mr. Romrell also serves as a director of Liberty Global. (b) Mr. Romrell has served as a director of Liberty Media since May 2006.

REQUEST

C. List and describe all voting and non-voting securities to be acquired by Liberty in the Transaction:

REQUEST

1. List the total number of shares of each class of security:

RESPONSE TO REQUEST NO. I.C.1:

Liberty Media will acquire ownership interests in Greenlady Corp. ("Greenlady"), the DirecTV Group, Inc. ("DTV") and Fox Sports Net Rocky Mountain, LLC, Fox Sports Net Pittsburgh, LLC and Fox Sports Net Northwest, LLC (collectively "RSNs"). The total number of shares or equity interests authorized and outstanding for each of those entities is set forth below:

Greenlady -- 1,000 shares of common stock, par value \$.01 per share, authorized, and 100 shares of common stock are outstanding.

DTV -- 4,084,000,000 shares authorized consisting of (i) 3,000,000,000 shares of common stock, par value \$.01 per share, (ii) 275,000,000 shares of Class B common stock, \$.01 per share, (iii) 800,000,000 shares of excess stock, par value \$.01 per share, and (iv) 9,000,000 shares of preferred stock, par value \$.01 per share. According to publicly available documents, as of May 4, 2007, 1,223,789,292 shares of common stock were outstanding and no shares of Class B common stock, excess stock or preferred stock were outstanding.

RSNs: Each of Fox Sports Net Rocky Mountain, LLC, Fox Sports Net Pittsburgh, LLC and Fox Sports Net Northwest, LLC is a limited liability company with one class of equity interests issued and outstanding.

REQUEST

2. List the total number of shares of each class of security being acquired:

RESPONSE TO REQUEST NO. I.C.2:

Liberty Media will acquire ownership interests in Greenlady, DTV and the RSNs as follows:

DTV and RSNs -- Through certain internal corporate reorganizations with News Corporation, Greenlady will acquire 470,420,752 shares of common stock of DTV and all of the outstanding equity interests of each RSN.

Greenlady -- In the Transaction, Liberty Media will acquire, directly or through a wholly-owned subsidiary, all of the outstanding shares of common stock of Greenlady.

REQUEST

3. *Provide the identity of persons acquiring securities:*

RESPONSE TO REQUEST NO. I.C.3:

Liberty Media will acquire, directly or through a wholly-owned subsidiary, all of the outstanding shares of common stock of Greenlady.

REQUEST

4. *Provide the total number of each class of securities to be held as a result of the Transaction:*

RESPONSE TO REQUEST NO. I.C.4:

Liberty Media incorporates its responses to Request Nos. I.C.1 and 2 hereof.

REQUEST

5. *For the securities to be acquired, describe any conversion rights or other rights that may affect the voting rights of the stock:*

RESPONSE TO REQUEST NO. I.C.5:

There are no conversion rights or other rights that may affect the voting rights of the stock or ownership interests.

REQUEST

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)[sic] 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:*

RESPONSE TO REQUEST NO. I.D:

In response to this Request, Liberty Media is producing Document Nos. LMC.I.D.0000001-LMC.I.D.0000435.

REQUEST

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:

RESPONSE TO REQUEST NO. I.E.1:

Liberty Media has not identified any documents responsive to this Request.

REQUEST

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:

RESPONSE TO REQUEST NO. I.E.2:

Although no Commission rule prohibits cross-ownership of a cable system and a DBS system, Dr. Malone proposed to recuse himself from all decisions concerning Liberty Cablevision of Puerto Rico, Ltd. ("LCPR") or the operations of DirecTV Latin America ("DTVLA") in Puerto Rico in order to eliminate any potential issue arising from the *de minimis* horizontal overlap between DTVLA's operations in Puerto Rico and the cable system operated by LCPR. Consistent with well-established Commission precedent, such insulation would include the aggregation of financial data so that LCPR data or DTVLA data regarding Puerto Rico would not be separately displayed and that reports to Dr. Malone would be redacted to remove information regarding LCPR or DTVLA's operations in Puerto Rico. Matters subject to Dr. Malone's insulation would be discussed separately at all meetings and officers and employees of the affected entities would be informed periodically regarding Dr. Malone's recusal. See, e.g., *Telemundo Group, Inc.*, 10 FCC Rcd. 1104 (1994), at ¶25.

In response to this Request, Liberty Media is producing Document Nos. LMC.I.E.0000001-LMC.I.E.0000011.

REQUEST

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:

RESPONSE TO REQUEST NO. II.A:

Liberty Media does not own, operate or manage a Cable System located in the United States. However, "Liberty" has been defined to include Dr. Malone and entities in which Dr. Malone holds an Attributable Interest. LCPR is wholly-owned by Liberty Global in which Dr. Malone has an ownership interest as set forth in Schedule 3 and for which he is Chairman of the Board. Consequently, the information set forth below is provided for LCPR.

REQUEST

1. The Physical System IDs (PSID) and Community Unit IDs (CUID):

RESPONSE TO REQUEST NO. II.A.1:

According to the Commission's records, LCPR has the following PSIDs and CUIDs:

Physical System IDs: 010488
011404
012519

Community Unit IDs: PR0014
PR0017
PR0018
PR0019
PR0020
PR0021
PR0038
PR0039
PR0040
PR0042
PR0057
PR0058
PR0059
PR0060
PR0061
PR0063

REQUEST

2. *Counties, "municipios," or other subdivisions served by the Cable System:*

RESPONSE TO REQUEST NO. II.A.2:

According to the Commission's records, LCPR serves the following Counties, municipios or other subdivisions:

Aguas Buenas, Aibonito, Arecibo, Baroneleta, Bannanquitas, Caguas, Camuy, Canovanas, Cayey, Ceiba, Ciales, Cidra, Comerio, Corozal, Dorado, Fajardo, Florida, Gurabo, Hatillo, Humacao, Juncos, Lares, Las Piedras, Loiza, Luquillo, Manati, Morovis, Naguabo, Naranjito, Orocovis, Rio Grande, San Lorenzo, San Sebastian, Utuado, Vega Alta, Vega Baja, Yabucoa.

REQUEST

3. *ZIP codes served by the Cable System:*

RESPONSE TO REQUEST NO. II.A.3:

According to the records of the United States Postal Service, the following zip codes are associated with the counties, municipios or other subdivisions identified in the Response to Request No. II.A.2:

00612	00703	00754
00627	00705	00767
00638	00718	00771
00641	00719	00772
00646	00720	00773
00650	00725	00777
00659	00727	00778
00669	00729	00782
00674	00735	00783
00685	00736	00791
00687	00738	
00692	00739	
00693	00745	

<http://zip4.usps.com/zip4/citytown.jsp>

REQUEST

4. *List of competing MVPDs, excluding private cable and wireless cable operators, and the technology used by the competitor:*

RESPONSE TO REQUEST NO. II.A.4:

DTVLA and EchoStar Communications Corp. ("EchoStar"), or subsidiaries thereof, provide multi-channel video programming offerings to viewers in Puerto Rico, including the areas served by LCPR. DTVLA and EchoStar utilize direct broadcast satellite technology. The Commission has determined that LCPR is subject to effective competition from DIRECTV and EchoStar in seven franchise areas comprising nine systems in the Commission's Physical System Identification database. *See Liberty Cablevision of Puerto Rico, Ltd., Petition for Determination of Effective Competition in Seven Local Franchise Areas in the Commonwealth of Puerto Rico*, 21 FCC Rcd. 11995 (Med. Bur. 2006). Liberty Media does not know whether additional MVPDs provide service to viewers in the areas served by LCPR.

REQUEST

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.*

RESPONSE TO REQUEST NO. II.B:

Liberty Media has not identified information responsive to this Request. It understands that the Commission also has requested this information from Liberty Global, which owns LCPR.

REQUEST

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.

RESPONSE TO REQUEST NO. II.C:

Liberty Media has not identified information responsive to this Request. It understands that the Commission also has requested this information from Liberty Global, which owns LCPR.

REQUEST

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.

RESPONSE TO REQUEST NO. II.D:

Liberty Media has not identified information responsive to this Request. It understands that the Commission also has requested this information from Liberty Global, which owns LCPR.

REQUEST

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; and*
- 5) *Telephony.*

RESPONSE TO REQUEST NO. II.E:

Liberty Media has not identified information responsive to this Request. It understands that the Commission also has requested this information from Liberty Global, which owns LCPR.

REQUEST

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.*

RESPONSE TO REQUEST NO. II.F:

Liberty Media has not identified any contracts for video programming responsive to this Request.

REQUEST

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.

RESPONSE TO REQUEST NO. II.G:

Liberty Media has not identified any documents responsive to this Request.

REQUEST

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;*
- 4) *The reasons why customers stop or start purchasing the Company's MVPD service and the MVPD services which they substitute to or from.*

RESPONSE TO REQUEST NO. II.H:

In response to this Request, Liberty Media is producing Document Nos. LMC.II.H.0000001-LMC.II.H.0000106.

REQUEST

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.*

RESPONSE TO REQUEST NO. II.I:

Liberty Media has not identified any documents responsive to this Request.

REQUEST

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.*

RESPONSE TO REQUEST NO. II.J:

Liberty Media has not identified any documents responsive to this Request.

REQUEST

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.*

RESPONSE TO REQUEST NO. II.K:

The Commission posed this identical Request to DIRECTV as Request No. II.J of the Information and Document Request for News Corporation. Liberty Media has no plans responsive to this Request separate from, or in addition to, the plans disclosed by DIRECTV in its Response.

REQUEST

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.

RESPONSE TO REQUEST NO. II.L:

The Commission posed this identical Request to DIRECTV as Request No. II.K of the Information and Document Request for News Corporation, and the Request incorporates a statement of plans from DIRECTV's Consolidated Opposition. Liberty Media has no plans responsive to this Request separate from, or in addition to, the plans disclosed by DIRECTV in its Response.

REQUEST

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.*

RESPONSE TO REQUEST NO. III.A.:

GSN, LLC

Video Programming Network: GSN

1. *The financial, positional, or other interest (including, but not limited to, any Attributable Interest) held by each of the Applicants:*

Liberty Media holds a 50 percent interest in GSN, LLC.

2. *Changes in any of the foregoing interests of the Company if the license transfer is approved:*

This ownership interest will not change as a result of approval of the license transfer.

3. *The launch date:*

GSN was launched in 1994.

4. *The total number of MVPD subscribers who received the network during each year from launch to present:*

Liberty Media has obtained the following subscriber data for the GSN Video Programming Network:

1999	20,916,000
2000	30,696,000
2001	40,859,000
2002	49,789,000
2003	53,374,000
2004	56,411,000
2005	57,867,000
2006	61,416,000

CROWN MEDIA HOLDINGS, INC.

Video Programming Networks: Hallmark Channel and Hallmark Movie Channel

1. *The financial, positional, or other interest (including, but not limited to, any Attributable Interest) held by each of the Applicants:*

Liberty Media owns an approximate indirect 11% ownership interest in Crown Media Holdings, Inc.

2. *Changes in any of the foregoing interests of the Company if the license transfer is approved:*

This ownership interest will not change as a result of approval of the license transfer.

3. *The launch date:*

The Hallmark Channel was relaunched in 2002, and the Hallmark Movie Channel was launched in 2005.

4. *The total number of MVPD subscribers who received the network during each year from launch to present:*

Liberty Media has obtained the following subscriber data for the Hallmark Channel and Hallmark Movie Channel Video Programming Networks:

Hallmark Channel	
2002	48,815,000
2003	46,010,000
2004	64,565,000
2005	70,666,000
2006	74,641,000
Feb 2007	75,000,000

Hallmark Movie Channel	
2006	964,000
Feb 2007	1,000,000

IAC INTERACTIVE CORP.

Video Programming Network: HSN

1. *The financial, positional, or other interest (including, but not limited to, any Attributable Interest) held by each of the Applicants:*

Liberty Media owns an approximate indirect 22 percent equity interest in IAC/InterActive Corp. ("IAC"), which constitutes a 54 percent voting interest in IAC. Liberty Media has entered into governance arrangements pursuant to which Barry Diller, the Chairman of the Board and Chief Executive Officer of IAC, is currently entitled to vote, or direct the vote of, Liberty Media's shares in IAC, subject to certain conditions.

2. *Changes in any of the foregoing interests of the Company if the license transfer is approved:*

This ownership interest will not change as a result of approval of the license transfer.

3. *The launch date:*

HSN was launched in 1985.

4. *The total number of MVPD subscribers who received the network during each year from launch to present:*

Liberty Media has obtained the following subscriber data for the HSN Video Programming Network:

1993	62,760,000
1994	65,780,000
1995	69,200,000
1996	70,690,000
1997	70,100,000
1998	69,300,000
1999	73,700,000
2000	76,700,000
2001	82,700,000
2002	78,500,000
2003	81,100,000
2004	85,500,000
2005	89,000,000
2006	89,000,000

QVC, INC.

Video Programming Network: QVC

1. *The financial, positional, or other interest (including, but not limited to, any Attributable Interest) held by each of the Applicants:*

QVC, Inc. is an indirect wholly-owned subsidiary of Liberty Media.

2. *Changes in any of the foregoing interests of the Company if the license transfer is approved:*

This ownership interest will not change as a result of approval of the license transfer.

3. *The launch date:*

QVC was launched in 1986.

4. *The total number of MVPD subscribers who received the network during each year from launch to present:*

Liberty Media has obtained the following subscriber data for the QVC Video Programming Network:

1991	36,175,798
1992	42,182,533

1993	44,741,098
1994	47,497,508
1995	50,482,346
1996	54,519,647
1997	58,365,027
1998	64,486,988
1999	69,315,137
2000	73,554,827
2001	77,958,321
2002	81,659,396
2003	84,862,366
2004	85,266,985
2005	87,448,204
2006	88,993,695
2007	90,346,106

STARZ/ENCORE

Video Programming Networks: Starz, including Starz HDTV, Starz Edge, Starz InBlack, Starz Comedy, Starz Cinema, Starz Kids & Family; Encore, including Encore Action, Encore Love, Encore Westerns, Encore Mystery, Encore Drama, Encore WAM; MoviePlex; RetroPlex; and IndyPlex

1. *The financial, positional, or other interest (including, but not limited to, any Attributable Interest) held by each of the Applicants:*

Starz Entertainment, LLC is a wholly-owned subsidiary of Liberty Media.

2. *Changes in any of the foregoing interests of the Company if the license transfer is approved:*

This ownership interest will not change as a result of approval of the license transfer.

3. *The launch date:*

Encore was launched in 1991, and the Encore Thematic Multiplexes were launched in 1994. Starz also was launched in 1994, and the first MoviePlex was launched in 1996. The additional Starz networks were launched as follows: Starz Comedy -- 1994; Starz Edge -- 1996; Starz InBlack -- 1997; Starz Kids & Family -- 1999; Starz Cinema -- 1999; and Starz HDTV -- 2003.

4. *The total number of MVPD subscribers who received the network during each year from launch to present:*

Liberty Media has obtained the following subscriber data for the Starz and Encore Video Programming Networks:

Subscription Units (millions)

	ENCORE	STARZ	THEMES	MOVIEPLEX
1991				
1992				
1993				
1994				
1995				
1996				
1997				
1998				
1999				
2000				
2001				
2002				
2003				
2004				
2005				
2006				

REQUEST

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.*

RESPONSE TO REQUEST NO. III.B:

Liberty Media does not hold any financial, positional or other interests responsive to this request.¹ Approval of the license transfer application will facilitate Liberty Media's acquisition of three regional sports networks, as disclosed in the application.

¹ Liberty Media reported in the Consolidated Application for Authority to Transfer Control, filed January 29, 2007, at 11, that it had a *de minimis* ownership interest in Liberty Global. Liberty Media subsequently sold that interest.

Because "your 'Company'" is defined as "Liberty," which in turn is defined to include, Dr. John C. Malone, responsive information for Dr. Malone is included in the following Schedule:

Schedule 4 - Non-Attributable Ownership Interests in Video Programming Companies.

The ownership interests reported in Schedule 4 will not change as a result of approval of the license transfer.

REQUEST

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.*

RESPONSE TO REQUEST NO. III.C.:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Liberty Media also provides the following information regarding the Atlanta Braves, a Major League Baseball team: On May 16, 2007, Liberty Media acquired the Atlanta Braves through a wholly-owned subsidiary. [REDACTED]

[REDACTED]

REQUEST

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

RESPONSE TO REQUEST NO. III.D:

Liberty Media has not identified any documents responsive to this Request.

REQUEST

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).

RESPONSE TO REQUEST NO. III.E:

As set forth in the Application, Liberty Media agreed at the outset to be bound by the same conditions approved by the Commission when it granted News Corp.'s application for consent to transfer of de facto control of DirecTV three years ago. *See General Motors Corp. And Hughes Electronics Corp., Transferors, and The News Corporation Ltd., Transferee* 19 FCC Rcd. 473 (2004) ("*News Corp. Order*"). In that Order, the Commission determined that: (a) the News Corp. acquisition did not present any horizontal concentration issues; (b) the existing program access rules and the conditions agreed to by News Corp. were sufficient to prevent discrimination against unaffiliated programmers and against other MVPDs with respect to access to national and non-sports regional programming; and (c) the additional conditions imposed by the Commission in the *News Corp. Order* were sufficient to prevent discrimination against other MVPDs in the acquisition of regional sports network programming and local broadcast television programming controlled by News Corp.

Liberty Media's commitment to refrain from selling affiliated programming services on an exclusive basis and to make such programming services available to MVPDs on a nondiscriminatory basis is equivalent in scope to the requirements of the Commission's program access rules as augmented by the conditions agreed to and imposed upon News Corporation in the *News Corp. Order*. To be clear, Liberty Media has agreed to accept the same conditions for the same length of time that applied to News Corp. (6 years from the date of closing of the Share Exchange Agreement, not merely the remaining balance of the original six-year term applicable to News Corp.). Liberty Media agreed to those conditions despite the fact that, in contrast to News Corp.'s holdings, Liberty Media: (a) owns no broadcast television network; (b) owns only one full-power television station serving Green Bay, Wisconsin and a satellite station in Escanaba, Michigan; and (c) upon consummation of this Transaction will own only three regional cable sports networks. Liberty Media has stated clearly that, in the event it acquires additional television stations or additional national or regional cable programming services, the conditions will apply to such additional stations and services. Liberty Media's commitment is not intended to exclude any affiliated programming service that is or may be distributed to MVPDs in the United States. However, as set forth in Liberty Media's Consolidated Opposition to Petitions to Deny and Response to Comments, dated April 9, 2007, at 21-23, Liberty Media's commitment does not extend to interactive features for any affiliated programming service, or to services provided over the Internet or via wireless mobile devices.

REQUEST

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;*