

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.

RESPONSE TO REQUEST NOS. IV.A AND B:

As set forth in the Consolidated Application at 20-21, Liberty Media is a recognized innovator in video programming and related technologies and holds substantial ownership interests in a variety of media and technology companies. Through these ownership interests, Liberty Media has developed, or has available to it, substantial expertise in innovative technologies and the distribution and marketing of video programming through such technologies.

For example, DIRECTV presently is focusing substantial resources on providing high-definition and video on demand ("VOD") programming to viewers. [REDACTED]

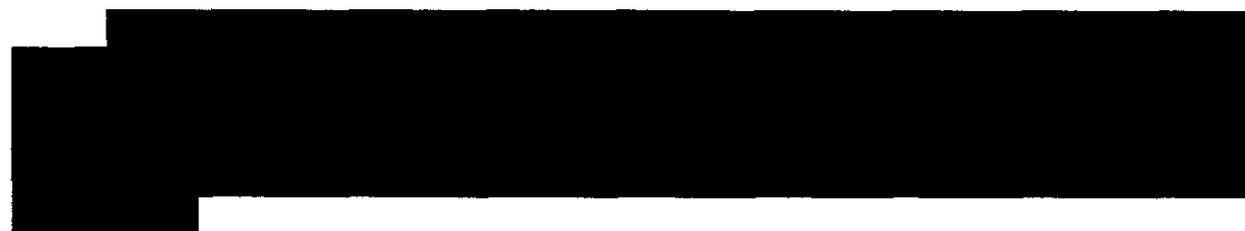
[REDACTED] Starz Entertainment LLC ("Starz") is a recognized leader in providing VOD programming, including subscription VOD, through multiple MVPDs. [REDACTED]

[REDACTED] Liberty Media submits that DIRECTV and its subsidiaries will benefit from the technical and marketing expertise of Starz by facilitating DIRECTV's distribution of VOD programming.

For example, DIRECTV's expanded distribution of standard and high definition VOD programming [REDACTED] will require multi-format encoding. Presently, Starz encodes programming in 22 different combinations of format, frame rate resolution, and maximum bit rate as summarized on Exhibit A. Over a two-year period, Starz technical personnel developed a proprietary media encoding technology known as "MediaForge" which automatically transcodes programming into the appropriate format for delivery, including the following elements in the deliverable file: English stereo to audio pair 1; Spanish or English SAP to audio pair 2; Dolby-E 2.0 or Dolby-E 5.1 to audio pair 3; Ratings Graphics; Ratings

Elements; Open Elements; Close Elements; Logo Bugs; V-Chip Data; CGMS-A Data; XDS Data; Nielsen Data; and Watermark. Using this proprietary technology, DIRECTV may automatically encode standard and high definition programming in multiple formats, thereby facilitating its distribution of VOD to different VOD media. MediaForge will also facilitate the inclusion of appropriate ratings and V-chip information in such programming, fostering the associated policy goals of the Commission.

Starz personnel also may provide invaluable resources in the presentation and content of a successful VOD offering. More specifically, Starz has substantial experience with millions of viewers from multiple VOD offerings, including viewer preferences for program offerings and the most effective approaches to organizing and presenting those offerings in ways desired by viewers.



DIRECTV should begin to experience the benefits of such experience and expertise shortly after the closing of the Transaction. Liberty Media expects to make Starz personnel and technology available to DIRECTV within a matter of months thereafter.

Likewise, QVC, based upon years of experience in marketing a wide variety of consumer products through its linear programming service and the Internet, is a recognized leader in handling extremely high volumes of customer transactions. For example, QVC has handled up to 1,246,387 inquiries in a single day in 2006 and shipped over 137,000,000 units world-wide in 2005. See QVC Fast Facts at <http://www.qvc.com/qic/qvcapp.aspx/main.html.file.|mainhqfact,html/left.html.file.|nav|navhqabout,html>. QVC is a leader in both customer service technology and techniques. QVC will consult with DIRECTV in establishing best practices in customer service and identifying any areas of potential technological improvement in handling customer inquiries.

QVC also is an acknowledged innovator in interactive technology for transactions, particularly through its United Kingdom subsidiary. QVC/UK estimates that over 25% of its orders are received through interactive transactions from its Sky audience. QVC/UK has now had six years of experience with QVC interactive on Sky and has refined substantially both its marketing techniques and the technology, such that it is now developing QVC Active version 5, which provides more flexibility and video to the viewer.

QVC personnel may assist DIRECTV in identifying and implementing appropriate interactive applications and technology. Such interactive applications are widely recognized to include a number of potentially popular applications for viewers, such as voting, shopping,

DIRECTV service at multiple other locations. Further, DIRECTV seeks to explore with Sling the use of SlingPlayer to improve further customer service. This technology may permit DIRECTV personnel to access remotely a viewer's DIRECTV system to trouble-shoot it, thereby substantially improving and expediting its service.



In addition to the technological and content synergies summarized above, Liberty Media respectfully submits that other synergies may be achieved. For example, DIRECTV and multiple Liberty Media programmers may utilize a combined disaster recovery system in the event of an uplink outage. DIRECTV and WildBlue may pursue joint satellite purchases and launches with Ku-band and Ka-band payloads. Similarly, DIRECTV and multiple Liberty Media entities may negotiate satellite leases and insurance programs, thereby achieving economies of scale and scope.

In short, the experience and expertise available to DIRECTV through Liberty Media will contribute to additional interactive, VOD, and other advanced offerings by DIRECTV, which the Commission consistently has recognized to be in the public interest. Such expertise also may facilitate the flexible use of a more diverse DIRECTV service both within and outside subscriber households, whether through broadband or mobile devices or other technologically advanced applications such as the Sling Media technology outlined above. Liberty Media respectfully submits that these kinds of synergies and technological improvements cannot be achieved through simple contractual relationships. They will require ongoing cooperation and interaction among the marketing, technological and other personnel of the interested entities.

In response to Request Nos. IV.A.5 and IV.B.4, Liberty Media is producing Document Nos. LMC.IV.A.0000001-LMC.IV.A.0000050 and LMC.IV.B.0000001-LMC.IV.B.0000050.

SCHEDULE 2
RESPONSE OF LIBERTY MEDIA CORPORATION

**CORPORATE OR OTHER ENTITIES IN CORE INDUSTRIES IN
WHICH LIBERTY MEDIA CORPORATION HOLDS AN ATTRIBUTABLE INTEREST**

CROWN MEDIA HOLDINGS, INC.

1. Crown Media Holdings, Inc. (CIK 0001103837)
2. Cable and other pay television services, including the Hallmark Channel and Hallmark Movie Channel
3. William J. Abbott, Executive Vice President – National Advertising Sales
David Kenin, Executive Vice President, Programming
Laura Masse, Executive Vice President
Henry S. Schleiff, President and Chief Executive Officer
Charles L. Stanford, Executive Vice President – Legal and Business Affairs and General Counsel
Brian C. Stewart, Executive Vice President – Finance, and Chief Financial Officer

(Crown Media Holdings Schedule 14A, 4/30/07, at 6)

4. **Wilford V. Bane, Jr.** (a) Mr. Bane was the Associate General Secretary of United Methodist Communications, the communications agency for the United Methodist Church, from October 1990 to February 2001. Mr. Bane also serves on the board of Vision Interfaith Satellite Network, the predecessor of Odyssey Network (which was subsequently acquired by Crown Media Holdings and renamed the Hallmark Channel). He helped found and launch Vision Interfaith Satellite Network and served as the interim Chief Executive Officer for its first two years. (b) Mr. Bane has been a director of Crown Media Holdings since May 2000.

Glenn Curtis. (a) Mr. Curtis has been Executive Vice President and Chief Financial Officer of Starz LLC since August 2006. Prior to that, he was Vice President of Liberty Media Corporation from 2003 to August 2006. Prior to that, he was Executive Vice President and Chief Financial Officer of Starz Entertainment Group from 1995 to 2002. (b) Mr. Curtis has been a director of Crown Media Holdings since January 2005.

Fred M. Dressler. (a) Mr. Dressler was Executive Vice President of Programming of Time Warner Cable from 2001 until his retirement in 2006. In addition, Mr. Dressler was Chairman of InDemand, a U.S. pay-per-view

REDACTED - FOR PUBLIC INSPECTION

network. Mr. Dressler also served as President and Chief Executive Officer for five years during the construction of Denver's Mile Hi Cablevision. (b) Mr. Dressler has been a director of Crown Media Holdings since March 2007.

Brian E. Gardner. (a) Mr. Gardner has been Secretary of Crown Media Holdings since January 2004. He has been Executive Vice President and General Counsel of Hallmark Cards since January 2004. From 1996 to 2003, Mr. Gardner was a Managing Partner of Stinson Morrison Hecker, LLP (formerly known as Morrison & Hecker, LLP). (b) Mr. Gardner has been a director of Crown Media Holdings since January 2004.

Herbert A. Granath. (a) Mr. Granath has been a consultant for Telenet since 2000 and a consultant for Accenture since 2006. He has also been a director of Central European Media since 2001. Mr. Granath was the Chairman of Disney/ABC International Television from 1995 to 2000. (b) Mr. Granath has been a director of Crown Media Holdings since December 2004.

David E. Hall. (a) Mr. Hall has been the President - Personal Expression Group of Hallmark Cards since January 1, 2005 and a member of the board of directors of Hallmark Cards since 1996. He was Senior Vice President - Human Resources of Hallmark Cards from June 2002 to January 2005. Mr. Hall has served in a variety of positions for Hallmark Cards since 1981. Mr. Hall was Vice President - U.S. Sales and Marketing for Binney & Smith Inc. (a wholly-owned subsidiary of Hallmark Cards) from 1999 to June 2002. (b) Mr. Hall has been a director of Crown Media Holdings since March 2003.

Donald J. Hall, Jr. (a) Mr. Hall has been the President and Chief Executive Officer of Hallmark Cards since January 2002 and a member of the board of directors of Hallmark Cards since 1996. Mr. Hall has served in a variety of positions for Hallmark Cards since 1971. Mr. Hall was the Executive Vice President, Strategy and Development from September 1999 until December 2001. Prior to that, Mr. Hall was the Vice President, Product Development, of Hallmark Cards from September 1996 until August 1999. Mr. Hall is a member of the board of directors of Hallmark Entertainment Holdings and Business Men's Assurance Company of America. (b) Mr. Hall has been a director of Crown Media Holdings since May 2000.

Irvine O. Hockaday, Jr. (a) Mr. Hockaday is a member of the board of directors of Ford Motor Company, Dow Jones & Company, Inc., Sprint Corporation, Aquila Inc. and Estee Lauder Companies Inc. and the chairman of the audit committees of Estee Lauder Companies Inc. and Ford Motor Co. Mr. Hockaday is a trustee of the Hall Family Foundations and the Aspen Institute. He was the President and Chief Executive Officer of Hallmark Cards from

January 1986 to December 2001. (b) Mr. Hockaday has been a director of Crown Media Holdings since May 2000.

Anil Jagtiani. (a) Mr. Jagtiani has been Executive Vice President, Corporate Strategy and Development, for Hallmark Cards since February 2003. He served as Senior Vice President, Corporate Strategy, for Hallmark Cards from January 2001 until February 2003. From October 1997 until December 2000, he served as the Director of Strategic Planning for Brunswick Corporation. (b) Mr. Jagtiani has been a director of Crown Media Holdings since March 2003.

A. Drue Jennings. (a) Mr. Jennings has been Of Counsel at the law firm of Shughart, Thomson & Kilroy, P.C. since October 2004. Mr. Jennings was the interim Athletic Director at the University of Kansas from April 2003 until July 2003. Prior to that, Mr. Jennings was the Chief Executive Officer of Kansas City Power & Light Company from 1988 to 2000 and Chairman of the Board of Kansas City Power & Light Company from 1990 to 2001. (b) Mr. Jennings has been a director of Crown Media Holdings since June 2006.

Peter A. Lund. (a) Mr. Lund is the former President and Chief Executive Officer of CBS Inc. He also serves as a director of The DIRECTV Group, Inc. and Emmis Communications Corporation. (b) Mr. Lund has been a director of Crown Media Holdings since May 2000.

Henry S. Schleiff. (a) Mr. Schleiff has been President and Chief Executive Officer of Crown Media Holdings since October 2006. Prior to joining Crown Media Holdings, from December 1999 to 2006, Mr. Schleiff served as Chairman and Chief Executive Officer of Court TV Network. Prior to that, Mr. Schleiff served as Court TV Network's President and Chief Executive Officer from October 1998 to December 1999. Prior to joining Court TV Network, Mr. Schleiff was the Executive Vice President for Studios USA from 1996 to 1998. (b) Mr. Schleiff has been a director of Crown Media Holdings since October 2006.

Deanne R. Stedem. (a) Ms. Stedem has been Assistant General Counsel for Hallmark Cards since 1998. She served as Senior Attorney for Hallmark Cards from 1989 until 1998. (b) Ms. Stedem has been a director of Crown Media Holdings since March 2003.

(Crown Media Holdings Schedule 14A, 4/30/07, at 4-5)

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

6(a) Liberty Crown, Inc.

FILM ROMAN CALIFORNIA, LLC

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

FILM ROMAN, LLC

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

GAME SHOW ENTERPRISES LLC

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

GSN, LLC

1. GSN, LLC (“GSN”)
2. Owns and operates the GSN programming service dedicated to game-related programming and interactive game playing
3. Richard Cronin, President and Chief Executive Officer
Michael Kohn, Senior Vice President of Business Affairs and General Counsel
Brent Willman, Senior Vice President and Chief Financial Officer
Christopher Raleigh, Senior Vice President – Advertising Sales
Dena Kaplan, Senior Vice President and Chief Marketing Officer
Dennis Gillespie, Senior Vice President – Distribution
John Roberts, Senior Vice President – Interactive and Digital Media
Jamie Roberts, Senior Vice President – Programming
4. GSN’s day-to-day operations are governed by a management committee consisting of Michael P. Zeisser, William R. Fitzgerald, Steve Mosko and Sean Carey.

William R. Fitzgerald. (a) Mr. Fitzgerald has served as a Senior Vice President of Liberty Media Corporation since 2000. He also serves as a director of Expedia, Inc. (b) Mr. Fitzgerald has served as a member of GSN’s management committee since 2002.

Michael P. Zeisser. (a) Mr. Zeisser has served as a Senior Vice President of Liberty Media Corporation since 2003. He also previously served as Interim Chairman of the Board of Directors, and as a director, of OpenTV Corp. (b) Mr. Zeisser has served as a member of the GSN’s management committee since 2005.

Steve Mosko. (a) Mr. Mosko has been the President of Sony Pictures Television Inc. (“SPT”) since 2001, overseeing all U.S. television operations for Sony Pictures Entertainment Inc. (“SPE”). He joined SPT’s predecessor, Columbia TriStar Television Distribution, in 1992. Prior to that he was Vice President and Station Manager of Philadelphia’s WPHL-TV. (b) Mr. Mosko has served as a member of GSN’s management committee since October 2002.

Sean Carey. Mr. Carey is the Senior Executive Vice President of SPT, running SPT's digital distribution and services group. Prior to that he supervised SPE's Corporate Development Department. He joined SPE in 1993. (b) Mr. Carey has served as a member of GSN's management committee since February 2001.

5. Liberty Media holds an indirect 50 percent interest in GSN.
- 6(a) LDIG Gamenet, Inc.
- 6(c) Liberty Media and Sony Pictures Entertainment, a division of Sony Corporation of America, which is a subsidiary of Sony Corporation, each own 50 percent of GSN. Pursuant to GSN's operating agreement, Liberty Media and Sony each has the right to designate half of the members of the management committee that manages GSN's day-to-day operations. Liberty Media and Sony have agreed that direct transfers of their respective interests in GSN and certain indirect transfers that result in a change of control of the transferring party are subject to a right of first refusal in favor of the non-transferring party.

IAC/INTERACTIVE CORP.

1. IAC/InterActive Corp. ("IAC") (CIK 0001320482)
2. Multi-brand interactive commerce company consisting of the following sectors: (1) retailing; (2) services; and (3) media and advertising.
3. Barry Diller, Chairman of the Board, Chief Executive Officer
Victor Kaufman, Vice Chairman
Thomas J. McInerney, Executive Vice President, Chief Financial Officer
Michael Schwerdtman, Senior Vice President and Controller

(IAC/Interactive Corp. 2006 Form 10-K, 3/1/07, at 143-44.)
4. **Barry Diller.** (a) Mr. Diller has been the Chairman and Chief Executive Officer of IAC (and its predecessors) since August 1995. Mr. Diller also serves as the Chairman of Expedia, Inc., which position he has held since August 2005. Before joining IAC, Mr. Diller was Chairman of the Board and Chief Executive Officer of QVC, Inc. from December 1992 through December 1994. From 1984 to 1992, Mr. Diller served as the Chairman of the Board and Chief Executive Officer of Fox, Inc. Before joining Fox, Inc., Mr. Diller served for 10 years as Chairman of the Board and Chief Executive Officer of Paramount Pictures Corporation. Mr. Diller currently is a member of the boards of directors of The Washington Post Company and The Coca-Cola Company. He