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July 13, 2007

Via 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, Inc., the “Applicants”) filed the above-captioned consolidated Application seeking authority from the Commission to transfer *de facto* control of licenses in 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).¹

¹ On March 5, 2007, the parties submitted a letter similar to this one. This revised letter supersedes that prior version and should replace it in the records of this proceeding.

Ms. Marlene H. Dortch

July 13, 2007

Page 2

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.

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.

Very truly yours,

Handwritten signature of Robert L. Hoegle in black ink.

Robert L. Hoegle

Counsel for Discovery Holding Company

RLH:kjk

Enclosure

cc: Ms. Rosemary C. Harold (by e-mail)
Mr. James Bird (by e-mail)
Ms. Royce Sherlock (by e-mail)
Mr. William Beckwith (by e-mail)

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July 13, 2007

Via Hand Delivery

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

Re: Liberty Media – DirecTV Transaction

Dear Yvette:

As you know, Liberty Media Corporation (“Liberty Media”), News Corporation (“News Corp.”), and The DirecTV Group, Inc. (“DirecTV”) filed a consolidated application with the Federal Communications Commission (“Commission”) seeking Commission approval of the transfer of *de facto* control of DirecTV from News Corp. to Liberty Media.

In conversations with Commission staff, counsel for Discovery Holding Company (“Discovery Holding”) discussed the staff’s request to review all Discovery Holding materials (including deposition transcripts and exhibits, if any) provided, or to be provided 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. Discovery Holding agrees to the Commission staff’s requests, subject to the following conditions:

1. Discovery Holding waives 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 to the extent necessary to permit: (1) full discussions between

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

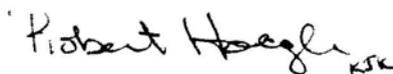
Yvette Tarlov, Esquire
July 13, 2007
Page 2

representatives of the Department and Commission personnel working on the Liberty Media – DirecTV proceeding regarding the HSR Protected Materials and the Department’s review of the transaction; and (2) Commission personnel working on the Liberty Media – DirecTV 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, Discovery Holding (as to its own confidential information), or Commission personnel working on the Liberty Media – DirecTV proceeding, and *provided further that* such restrictions shall not apply to any documents or information provided by Discovery Holding 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 protective orders issued by the Commission or a constituent Bureau thereof in connection with the proceeding (“Protective Orders”).

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 Discovery Holding, 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 Orders issued in this proceeding and as otherwise expressly provided in this letter.

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

Very truly yours,



Robert L. Hoegle
Counsel for Discovery Holding Company

cc: Ms. Royce Sherlock (by e-mail)
Mr. Jim Bird (by e-mail)