

Lynn R. Charytan

+1 202 663 6455 (t)

+1 202 663 6363 (f)

lynn.charytan@wilmerhale.com

July 16, 2007

BY ELECTRONIC FILING

Monica Shah Desai
Chief, Media Bureau
Federal Communications Commission
445 Twelfth St., SW
Washington, DC 20554

Re: *Consolidated Application of News Corp., The DIRECTV Group, Inc., and Liberty Media Corp. for Authority to Transfer Control (MB Docket No. 07-18)*

Dear Ms. Desai:

As previously discussed with Commission staff and detailed in prior ex parte letters, Liberty Global, Inc. (LGI) is prepared to begin responding to the June 22, 2007 request for information and documents relating to the above-referenced Consolidated Application (the "Information and Document Request"). However, our response will consist in part of certain categories of highly confidential and commercially sensitive information. In order to provide such information, LGI seeks enhanced protection, above and beyond that provided by the May 21, 2007 *First Protective Order* in this docket.¹ Specifically, LGI requests that three specific categories of information and documents responsive to the Request be treated as "Highly Confidential" pursuant to the provisions set forth in the July 10, 2007 *Second Protective Order*,² and made available solely to outside counsel of record, their employees, and their outside experts or consultants.

As per the instructions set forth in the *Second Protective Order* for Submitting Parties, this letter describes the information and documents for which heightened protection is sought, identifies which category of Highly Confidential information is relevant, and explains the need for such protection. To the extent that LGI is not considered a Submitting Party entitled to protection under the *Second Protective Order*, this letter requests equivalent relief for LGI.

The three categories of information for which LGI seeks enhanced confidential protection are as follows:

¹ News Corp. and the DIRECTV Group, Inc., Transferors, and Liberty Media Corp., Transferee, for Authority to Transfer Control, Protective Order, DA 07-2116 (rel. May 21, 2007) ("*First Protective Order*").

² News Corp. and the DIRECTV Group, Inc., Transferors, and Liberty Media Corp., Transferee, for Authority to Transfer Control, Protective Order, DA 07-3106 (rel. July 10, 2007) ("*Second Protective Order*").

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- 1) LGI seeks enhanced confidential protection for documents and information responsive to request I.D.1. In particular, we seek such protection for the programming agreements of LGI's wholly-owned subsidiary Liberty Cablevision of Puerto Rico, Ltd with Discovery Communications or its subsidiaries. Such programming agreements were specifically afforded Heightened Confidentiality in the *Second Protective Order* (DIRECTV, News Corp. and Liberty programming contracts and agreements). The LCPR contracts contain highly proprietary terms and conditions, including in particular sensitive pricing information. Release of such information could provide important strategic information to LCPR's competitors and also could put LCPR at a competitive disadvantage in future programming negotiations with other entities, including some of the parties in this proceeding.
- 2) LGI also seeks enhanced confidential protection for documents and information responsive to II.B.2, II.B.3, II.C.2, II.D.2, and II.E. These requests seek customer data and business and operating metrics of LCPR – information that the *Second Protective Order* recognizes as a category of information deserving of special protection (customer data and operational metrics for DIRECTV, operating metrics and budgets for Liberty Media services). The responsive information is proprietary data that goes to the core of LCPR's business: it includes granular information concerning the number of LCPR subscribers for individual services and programming packages, and extremely sensitive data concerning revenue and gross margins. Competitors providing comparable services could use such information to obtain a significant competitive advantage over LCPR in the marketplace and to target LCPR's customers for similar services.
- 3) Finally, LGI seeks enhanced confidentiality for those documents responsive to II.H that may contain information obtained from Choice or generated by Liberty in connection with LCPR's bid to acquire the Choice cable system in Puerto Rico. As a bidder for the Choice system, LCPR executed a non-disclosure agreement committing it to protect any information provided by Choice for purposes of due diligence. As the existence of the non-disclosure agreement indicates, such information is highly sensitive to Choice, and its competitors, including the Applicants, could gain a significant competitive advantage by obtaining such confidential information. Further, LGI seeks to protect its internal recommendations and analyses concerning the bid, including analyses of the advantages, disadvantages, and synergies resulting from the potential purchase of Choice. The disclosure of LGI's internal analysis of the Choice system would seriously compromise LCPR's bidding position, among other things.

While the information relating to the Choice bid does not fall specifically into a category of information protected under the *Second Protective Order*, it is substantially similar. Like the transitional agreements protected under that *Order*, disclosure of this information could substantially harm Choice, a third-party, and LCPR. And just as

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disclosure of the programming contracts and sensitive data was protected because of its unique competitive sensitivity, LCPR's bidding data and analyses are highly proprietary, and their protection is critical to the success of LCPR's bid.

Should you have any questions, please feel free to contact me or Chris Ottele.

Sincerely,

/s/ Lynn R. Charytan

Lynn R. Charytan
Wilmer Cutler Pickering Hale and Dorr LLP
1875 Pennsylvania Avenue, N.W.
Washington D.C. 20006

Counsel for Liberty Global, Inc.

cc: Joel Rabinovitz
Royce Sherlock