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Federal Communications Commission
Office of the Secretary

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REDACTED - FOR PUBLIC INSPECTION

July 9, 2007

Via Hand Delivery

Ms. Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
445 12th 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 Control, MB Docket No. 07-18

Dear Ms. Dortch:

On June 22, 2007, the Commission forwarded a copy of Information and Document Request for Liberty ("Request") to Craig Troyer, Assistant General Counsel of Discovery Holding Company ("Discovery Holding"). The accompanying letter from Monica Shah Desai, Chief, Media Bureau, explained that the Commission sought a response from Discovery Holding to the extent that it has documents or information responsive to the Request.

Enclosed is the Response of Discovery Holding, including Schedules 1-4 thereto, to the Request. In responding to the Request, Discovery Holding has set forth the Commission's individual requests followed by its responses. Discovery Holding has included in Schedules 3 and 4 to its Response certain information provided by Discovery Communications LLC. Discovery Holding also 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 9, 2007, Discovery Holding has designated certain information in its Response as "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

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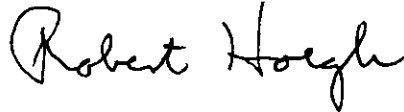
Ms. Marlene H. Dortch
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proprietary. Discovery Holding has reviewed the materials carefully in determining whether they should be classified as publicly available or confidential.

Discovery Holding 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 Section 5 of the May 21 Protective Order. Discovery Holding will make the Confidential Filing available for inspection in accordance with the 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 Discovery Holding Company

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 DISCOVERY HOLDING COMPANY
TO INFORMATION AND DOCUMENT REQUEST

Discovery Holding Company ("Discovery Holding") submits this response 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 forwarded the Liberty Request to Discovery Holding on June 22, 2007, requesting that it "provide written responses and supporting documentation for the questions set forth" in the Liberty Request. The Commission staff's clarifications are set forth in the July 3, 2007 letter of Robert L. Hoegle, Discovery Holding's counsel.

This Response refers to documents which Discovery Holding has identified as responsive to the Liberty Request. Discovery Holding has attempted to categorize such documents by Request Number in accordance with Definition and Instruction W to the Liberty Request. Discovery Holding is separately submitting such documents contemporaneously, pursuant to the Protective Order, released May 21, 2007.

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;*
- 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.:

This Request is not applicable to Discovery Holding.

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*
 - 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.*

RESPONSE TO REQUEST NO. I.B:

Discovery Holding has provided the information responsive to Request No. I.B in the following Schedules:

Schedule 1 - Corporate or Other Entities in Which Discovery Holding Company Holds an Attributable Interest: Intermediate Holding Companies, Inactive Entities and Foreign Entities; and

Schedule 2 - Corporate or Other Entities in Core Industries in Which Discovery Holding Company Holds an Attributable Interest.

Discovery Holding has provided the information responsive to Request No. I.B.1 and 2 for those entities listed in Schedule 1 and has provided the information responsive to Request Nos. I.B.1 through I.B.7 to the extent available for the entities listed in Schedule 2.

At the Commission's request, Discovery Communications, LLC ("Discovery Communications") has provided to Discovery Holding certain information responsive to this Request. Discovery Communications has provided information responsive to Request No. I.B in the annexed Schedule 3. Discovery Communications has provided the brief biographical information responsive to Request No. I.B.4 in the annexed Schedule 4.

REQUEST

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.

RESPONSE TO REQUEST NO. I.C:

Discovery Holding does not have any information responsive to this Request.

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 the response to this Request, Discovery Holding is producing copies of Document Nos. DHC.I.D.0000001-DHC.I.D.0000122.

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;

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:

Discovery Holding has not identified any documents responsive to this Request.

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:

- 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.*

RESPONSE TO REQUEST NOS. II.A-D:

Discovery Holding has not identified any information in response to these Requests.

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:

This Request is not applicable to Discovery Holding.

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:

Discovery Holding has not identified any information 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:

Discovery Holding 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; 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.*

RESPONSE TO REQUEST NOS. II.H-J:

These Requests are not applicable to Discovery Holding.

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.*
- 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.K-L:

Discovery Holding has not identified any information responsive to these Requests.

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:

RESPONSE TO REQUEST NO. III.A.:

DISCOVERY COMMUNICATIONS, INC.

Video Programming Networks: Animal Planet, Discovery Channel, Discovery en Espanol, Discovery Health, Discovery HD Theater, Discovery Home Channel, Discovery Kids, Discovery Times Channel, FitTV, Military Channel, Science Channel and TLC.

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

Discovery Holding indirectly owns 66% of the outstanding equity of Discovery Communications through its ownership of 66% of Discovery Communications Holding, LLC. However, because most matters require approval of 80% of the outstanding equity of Discovery Communications, this ownership does not convey positive control to Discovery Holding. Annexed as Exhibit A is Section 5.2 of the Amended and Restated Limited Liability Company Agreement of Discovery Communication Holding, LLC, regarding Super-Majority Provisions. As appearing in Exhibit A, the "Company" refers to Discovery Communications Holding, LLC.

REQUEST

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

RESPONSE TO REQUEST NO. III.A.2:

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

REQUEST

3. The launch date:

RESPONSE TO REQUEST NO. III.A.3:

The launch dates for each of the Video Programming Networks owned by Discovery Communications are as follows: Animal Planet -- 1996; Discovery Channel -- 1985; Discovery en Espanol -- 1998; Discovery Health -- 1999; Discovery HD Theater -- 2002; Discovery Home Channel -- 1996 (launched as Discovery Home and Leisure); Discovery Kids -- 1996; Discovery Times Channel -- 1996 (launched as Discovery Civilization Channel); FitTV -- 2003 (formerly The Health Network); Military Channel -- 1996 (launched as Discovery Wings Channel and rebranded in 2005); Science Channel -- 1996; and TLC -- 1980 (rebranded in 1991).

REQUEST

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

RESPONSE TO REQUEST NO. III.A.4:

Discovery Holding has obtained the following subscriber information responsive to this Request:

Network	Number of Subscribers (Millions)							
	12/31/99	12/31/00	3/31/01	12/31/02	12/31/03	12/31/04	12/05	12/06
Discovery Channel	77.8	80.2	81.8	87.0	88.5	89.5	90.3	92.4
TLC	72.2	76.4	78.1	85.0	87.0	87.9	89.1	91.5
Animal Planet	54.0	65.6	67.9	81.1	84.5	86.4	87.7	89.7
Discovery Health Channel		18.6	22.1	41.0	48.3	54.9	58.4	63.8
Discovery Digital Services*	5.0	22.3	28.5					
FitTV				29.0	31.9	35.9	36.6	38.3
Emerging Networks**				97.0	172.6	187.3	202.1	236.2

* Aggregate data for Discovery Civilization, Discovery Health, Discovery Home & Leisure, Discovery Kids, Discovery Science, Discovery Wings, Discovery en Espanol

** Aggregate data for The Science Channel, Discovery Kids, The Military Channel, Discovery Home, Discovery Times, Discovery en Español and Discovery HD Theater

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:

Discovery Holding has not identified any additional companies responsive to this Request.

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:

Discovery Holding has not located any information responsive to this Request.

REQUEST

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

RESPONSE TO REQUEST NO. III.D:

Discovery Holding 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:

Discovery Holding has no information responsive to this Request.

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;*
- 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 NO. IV:

Discovery Holding has not identified any information responsive to this Request. Request Nos. IV.A.5 and IV.B.4 for documents are not applicable to Discovery Holding.

EXHIBIT A
RESPONSIVE OF LIBERTY MEDIA CORPORATION

EXECUTION VERSION

AMENDED AND RESTATED
LIMITED LIABILITY COMPANY AGREEMENT
OF
DISCOVERY COMMUNICATIONS HOLDING, LLC
DATED
AS OF
MAY 14, 2007

REDACTED - FOR PUBLIC INSPECTION

MANAGEMENT OF THE COMPANY

SECTION 5.2. Super-Majority Provisions. Notwithstanding any other provision contained in this Agreement or in the Company's Certificate or in DCI's organizational documents, none of the following actions may be taken by or on behalf of the Company and the Company will not permit DCI or any of its Subsidiaries to take any of the following actions without the affirmative vote or written consent of the holders of eighty percent (80%) or more of the issued and outstanding Shares entitled to vote thereon:

(a) Any fundamental change in the business of the Company and its Subsidiaries from the business of the Company and such Subsidiaries as presently conducted;

(b) Any transaction entered into subsequent to the date hereof between (x) the Company or any of its Subsidiaries, and (y) a Member or an Affiliate thereof or, if applicable, a member of the Immediate Family thereof (the Persons specified in this clause (y) the "Affiliated Persons"), including the amendment of any currently outstanding agreement between the Company or any of its Subsidiaries and an Affiliated Person;

(c) (i) the election or the removal of the Chairman and/or Chief Executive Officer of DCI, (ii) the election or the removal of the chief operating officer of DCI or of any operating division or Subsidiary thereof, or (iii) the election or removal of any of the officers of DCI or any of its Subsidiaries, other than such officers which the

- agreements and commitments entered into by the Company and its Subsidiaries in accordance with this Agreement and (v) the anticipated incurrence of costs during such fiscal year for any legal fees or disbursements relating to any civil or criminal lawsuit, governmental inquiry, or administrative or other proceedings approved in any previously approved Annual Business Plan;
- (k) any material deviation from the Annual Business Plan of the Company for the applicable fiscal year in addition to those described in Section 5.2(m);
- (l) the institution by the Company or any of its Subsidiaries of any litigation, including by counter-claim or cross-claim, having an aggregate amount in dispute in excess of One Hundred Fifty Thousand Dollars (\$150,000) or any request for injunctive or other equitable relief; provided, however, that if such litigation is of such a nature that its institution or subsequent determination against the Company or its Subsidiaries could have a materially adverse effect on the Company or any of the Members, a vote of the Members under this Section 5.2 will be required regardless of the amount in dispute or type of relief requested;
- (m) the entering into by the Company or any of its Subsidiaries of any contract or transaction or series of related contracts or transactions in excess of \$1,000,000 unless (i) approval thereof has already been given in connection with the adoption of the Annual Business Plan for the applicable fiscal year or (ii) in the case of programming, the cost of such contract or transaction or series of related contracts or transactions is within the budget for programming in the Annual Business Plan for the applicable fiscal year;
- (n) any modification to or cancellation of the Company's advertising rebate plan with respect to The Discovery Channel;
- (o) any transaction, contract or understanding with or commitment to a Person outside the ordinary course of business of the Company and its Subsidiaries; and
- (p) the declaration or payment of dividends or other distributions by the Company or any of its Subsidiaries (other than the declaration or payment of dividends or distributions from a wholly-owned Subsidiary of DCI to DCI or from DCI to the Company).

[REDACTED]

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