

REDACTED – FOR PUBLIC INSPECTION

July 10, 2007

BY HAND DELIVERY

Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, D.C. 20054

FILED/ACCEPTED

JUL 10 2007

Federal Communications Commission
Office of the Secretary

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

Dear Ms. Dortch:

This letter (the “Response”) sets forth the interrogatory responses of News Corporation (“News Corp.”) and The DIRECTV Group, Inc. (“DIRECTV”) to the Commission’s Information and Document Request dated June 15, 2007 (the “Request”). News Corp. and DIRECTV are providing documents responsive to the Request separately (respectively, the “News Corp. Production” and the “DIRECTV Production”), although some materials from each such Production are incorporated by reference herein. With its Production, News Corp.’s response to the Request is complete. DIRECTV will continue to review the documents collected from the sources identified to the Commission and will produce additional responsive documents on a rolling basis as quickly as possible.

Certain of the responses below and schedules hereto have been designated as “Highly Confidential” under the Second Protective Order adopted on July 10, 2007. Accordingly, News Corp. and DIRECTV are filing today a redacted public version of this Response. In general, the material sought in the Request includes some of the companies’ most proprietary and competitively sensitive information. In classifying these materials as public or highly confidential, News Corp. and DIRECTV have made every effort to provide information for the public while also taking into account these sensitivities.

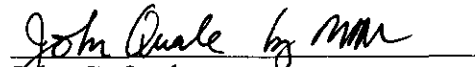
Responses to the Request are set forth below under a restatement of the relevant interrogatory. Narrative answers herein are supplemented by attached paper and electronic schedules where noted. An index of those schedules is attached hereto as

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Exhibit A. As requested, responses to Requests II.A.2, II.B, and II.E are provided only in electronic form to the extent available.

Should there be any questions regarding this matter, please contact the undersigned.

Respectfully submitted,



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**NEWS CORPORATION AND THE DIRECTV GROUP, INC.’S
RESPONSE TO INFORMATION AND DOCUMENT REQUEST**

Set forth below are the responses of News Corporation (“News Corp.”) and The DIRECTV Group, Inc. (“DIRECTV”) to the Commission’s Information and Document Request, dated June 15, 2007 (the “Request”). Responses are generally provided using the data and level of detail that the companies maintain in the ordinary course of business. In addition, to the extent information sought by the Commission was incomplete or unavailable on this basis, the companies have requested responsive information from individuals within the company whom it believed might have relevant knowledge. Some responses incorporate by reference documents that are being produced to the Commission concurrently under separate cover (respectively, the “News Corp. Production” and the “DIRECTV Production”). As requested, responses to Requests II.A.2, II.B, and II.E are provided only in electronic form.

REQUEST I.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 noncompete 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 I.A:

These documents will be provided in the production submitted by Liberty Media Corporation.

REQUEST I.B

For each corporate or other entity in which DIRECTV owns 5% or more of the issued and outstanding stock of any class or in which DIRECTV otherwise has 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 DIRECTV entity owning the stock (for partnerships, the DIRECTV 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 I.B:

DIRECTV has previously provided responsive information by letters dated June 25, 2007, and July 3, 2007, as documents numbered DTV-I.B-000001 through DTV-I.B-000230.

REQUEST I.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 I.C:

- 1. In the Transaction, the Liberty Stockholders (as defined in Item #3 below) will directly acquire 1,000 common shares, par value \$0.01 per share, of Greenlady Corp. ("Splitco") (the "Splitco Shares"). In addition, through the acquisition of the Splitco Shares, the Liberty Stockholders will indirectly acquire all of the outstanding equity interests (the "FSN Equity Interests") in each of Fox Sports Net Pittsburgh, LLC, Fox Sports Net Northwest, LLC and Fox Sports Net Rocky Mountain, LLC (the "FSN Entities"), all of which will be held by Splitco immediately prior to the Closing,

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and 470,420,752 common shares, par value \$0.01 per share, of DIRECTV (the “DTV Shares”), which will be held by Splitco immediately prior to the Closing.

The Splitco Shares represent the only class of outstanding equity securities of Splitco and each Splitco share is entitled to one vote per share on all matters submitted to Splitco stockholders generally, including without limitation the election of directors, and, subject to Splitco’s Certificate of Incorporation and By-Laws, all other rights provided generally to the holders of common stock pursuant to The Delaware General Corporation Law, as the same may be amended from time to time (the “DGCL”).

The FSN Equity Interests represent the sole outstanding class of equity securities of each of the FSN Entities and are entitled to vote on all matters submitted to members of each FSN Entity under the operating agreement of each FSN Entity, including without limitation the election of the managers of each FSN Entity, and, subject to the operating agreement of each FSN Entity, all other rights provided generally to the holders of LLC interests pursuant to The Delaware Limited Liability Company Act, as the same may be amended from time to time.

The DTV Shares represent the only class of outstanding equity securities of DIRECTV and each DIRECTV share is entitled to one vote per share on all matters submitted to DIRECTV stockholders generally, including without limitation the election of directors, and, subject to the DIRECTV Certificate of Incorporation and the DIRECTV By-Laws, all other rights provided generally to the holders of common stock pursuant to the DGCL.

2. (a) As of July 6, 2007, there were 1,000 Splitco Shares outstanding.

(b) As of July 6, 2007, the FSN Equity Interests constitute all outstanding equity interests of the FSN Entities.

(c) According to DIRECTV’s public filings with the United States Securities and Exchange Commission, as of May 4, 2007, there were outstanding 1,223,789,292 shares of DIRECTV common stock.
3. The “Liberty Stockholders” means Liberty NC, Inc., Liberty NC II, Inc., Liberty NC IV, Inc., Liberty NC V, Inc., Liberty NC VI, Inc., Liberty NC VII, Inc., Liberty NC VIII, Inc., Liberty NC IX, Inc., Liberty NC XII, Inc. and LMC Bay Area Sports, Inc.
4. See response to Item #1 above.
5. As of July 6, 2007, to the knowledge of News Corp., there are no outstanding conversion rights or other rights that may affect the voting rights of any of the Splitco Shares, the FSN Equity Interests or the DTV Shares following the consummation of the Transaction, other than the effects on the voting rights of the DTV Shares arising

from the exercise of options and other equity awards issued by DIRECTV and exercisable for, or convertible into, DTV Shares.

REQUEST I.D

Provide copies of all Documents referenced in Applicants' discussion of related-party transactions (see Consolidated Application at 14, referencing "DTV's bylaws and charter" and "the Audit Committee's Related Party Transactions Policies and Procedures").

Response to Request I.D:

Responsive documents are included in the in DIRECTV Production, as documents numbered DTV-I.D-000001 through DTV-I.D-000054.

REQUEST II.A

Identify for each Nielsen Designated Market Area and each territory, possession, and outlying area of the United States in which DIRECTV provides MVPD service:

- 1. Call sign, affiliation, and date of introduction of each local analog and digital broadcast channel carried;*
- 2. For each quarter from January 1, 2004, to the present, provide:*
 - a) Total subscribers;*
 - b) Number of subscribers receiving:*
 - (1) Local analog broadcast stations;*
 - (2) Local digital broadcast stations;*
 - (3) Distant analog broadcast stations; and*
 - (4) Distant digital broadcast stations;*
 - c) The additional monthly recurring charge, assuming the consumer does not take advantage of any promotional offerings, to receive:*
 - (1) Local analog broadcast stations;*
 - (2) Local digital broadcast stations;*
 - (3) Distant analog broadcast stations; and*
 - (4) Distant digital broadcast stations.*

Response to Request II.A:

The information requested in subsection 1 of this request is set forth in Schedule II.A.1 hereto. As requested, information responsive to the remainder of this Request is being produced in electronic form as part of the DIRECTV Production.

REQUEST II.B

Identify for each ZIP code in Puerto Rico in which DIRECTV provides MVPD service, for each month from January 2004 to the present:

- 1. Total subscribers;*
- 2. Gross additions to subscribers during the month; and*
- 3. Gross losses of subscribers during the month.*

Response to Request II.B:

As stated in its letter dated July 6, 2007, DIRECTV does not maintain all of the data sought in this Request at the ZIP code level for Puerto Rico in the ordinary course of business. Specifically, while the net changes in subscribers are available at the ZIP code level, the gross additions to and gross losses of subscribers during the month are maintained only on a Puerto Rico-wide basis. Accordingly, DIRECTV has produced the data as available to it in the ordinary course of business. As requested, this data is being produced in electronic form as part of the DIRECTV Production.

REQUEST II.C

Identify the packages or tiers of video programming service currently offered for sale in Puerto Rico, and for each state:

- 1. The video programming carried in the package;*
- 2. The number of subscribers to the package in Puerto Rico;*
- 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 II.C:

DIRECTV Latin America currently offers subscribers in Puerto Rico two large tiers of programming (Basic and Basic Plus), each of which includes local channels, as well as four mini-tiers of premium programming (HBO, Showtime, Cinemax, and Starz/Encore), pay-per-view, and adult programming that are available in combination with Basic and Basic Plus. These latter categories of programming are available *a la carte*, as reflected in the combinations set forth on Schedule II.C hereto.

REQUEST II.D

Identify the video programming currently sold on an a la carte basis in Puerto Rico and for each state:

- 1. The name of the video programming;*
- 2. The number of subscribers to the programming in Puerto Rico;*
- 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 II.D:

The video programming currently sold on an a la carte basis in Puerto Rico is reflected in Schedule II.C, as all programming outside of the basic and extended packages is available on an *a la carte* basis.

REQUEST II.E

For each quarter from January 1, 2004 to the present, provide for the operations of DIRECTV Latin America in Puerto Rico:

- 1. Average revenue per Subscriber;*
- 2. Costs of revenues per Subscriber, exclusive of depreciation and amortization expense;*
- 3. Selling, general and administrative expenses per Subscriber, exclusive of depreciation and amortization expense;*

4. *Subscriber acquisition costs per Subscriber;*
5. *Depreciation and amortization expense per Subscriber; and*
6. *Operating profit (or loss) per Subscriber.*

Response to Request II.E:

As requested, information responsive to this Request is being produced in electronic form as part of the DIRECTV Production.

REQUEST II.F

Provide the following details on all contracts for video programming that make DIRECTV 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 DIRECTV; and*
8. *Date at which exclusivity expires.*

Response to Request II.F:

The requested information is set forth on Schedule II.F hereto.

REQUEST II.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 II.G:

DIRECTV is currently searching the records of the document custodians identified in its July 6, 2007 letter, and will provide responsive documents on a rolling basis until that process reaches completion.

REQUEST II.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.*

Response to Request II.H:

DIRECTV is currently searching the records of the document custodians identified in its July 6, 2007 letter, and will provide responsive documents on a rolling basis until that process reaches completion.

REQUEST II.I

Provide all Documents relating to econometric analyses conducted by or contracted for by the Company, 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 II.I:

DIRECTV is currently searching the records of the document custodians identified in its July 6, 2007 letter, and will provide responsive documents on a rolling basis until that process reaches completion.

REQUEST II.J

Provide a detailed description and explanation of DIRECTV's plans, prior to the announcement of the proposed Transaction, for carrying additional analog or digital local broadcast stations over the next three years, 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 II.J:

DIRECTV began retransmitting analog local broadcast signals in seven Designated Market Areas ("DMAs") in January 1998. (Because DIRECTV offers all-digital service, it upconverts analog signals to standard definition ("SD") digital signals for retransmission.) At that time, all of DIRECTV's satellites were designed to transmit programming across the entire contiguous United States ("CONUS"), which made providing local signals to individual DMAs (covering only a small portion of the country) a very inefficient use of spectrum.

In order to address this problem, DIRECTV was the first to design and build a DBS satellite with spot beams optimized to cover local service areas. Spot beams thus allow satellite operators to reuse valuable spectrum several times across the country. In November 2001, DIRECTV launched the DIRECTV 4S spot beam satellite, and over the next year it increased the number of DMAs served with local-into-local signals to 46. In May 2004, DIRECTV launched a second spot beam satellite, DIRECTV 7S, with which it was able to increase the number of markets with local service via satellite to over 100 DMAs. Later that same year, DIRECTV entered into an arrangement under which it would be able to provide service in the U.S. from a Canadian DBS orbital location, which further expanded local service to another 30 DMAs.

More recently, DIRECTV launched two spot beam satellites operating in Ka-band spectrum – SPACEWAY 1 and SPACEWAY 2. Using these two satellites, and employing state-of-the-art compression, modulation, and coding technology, DIRECTV has been able to retransmit high definition ("HD") signals of local stations, which require many times more bandwidth than the retransmission of SD stations. DIRECTV has also used some of this capacity to expand still further the markets in which SD local service

via satellite is available. DIRECTV also holds licenses for two additional Ka-band satellites that will be used to extend HD local service still further over the next few years. All of DIRECTV's plans for future HD local carriage are predicated upon the critical assumption that the Commission will continue to require carriage of each station's primary video signal only.

As a result of this sustained effort and investment, today DIRECTV carries local broadcast signals in SD format in 143 DMAs, and is in the process of launching such service in another seven markets, which will bring the total by the end of this year to 150 DMAs covering nearly 95% of television households nationwide. Although DIRECTV continually looks for ways to improve its service offering – a process that includes an ongoing assessment of the economic and technical feasibility of extending local service to more DMAs – prior to the announcement of the proposed Transaction, DIRECTV did not have plans to launch SD local service in any additional markets beyond these 150 DMAs over the next three years. Although DIRECTV does not have plans for satellite delivery to the remaining local markets, DIRECTV has developed a mix of strategies to offer a seamless, integrated service that incorporates local broadcast signals in markets not served by satellite. *See* Response to Request II.K.

DIRECTV currently provides digital local broadcast signals in HD format in 60 DMAs, covering over 70% of television households nationwide. On July 6, 2007, DIRECTV successfully launched DIRECTV 10, the first of two next-generation Ka-band spot beam satellites designed to enhance DIRECTV's ability to carry local and national programming in HD format. The second such satellite, DIRECTV 11, is nearly complete and scheduled for launch next year. Assuming that both of these satellites enter service and operate as expected – and that the rules for retransmission of local broadcast systems are not revised to increase the carriage burden on DBS operators – DIRECTV has firm plans to extend HD local service to a total of 100 DMAs by the end of 2008. Here again, while DIRECTV continually looks for ways to improve its HD service offering, including an ongoing assessment of the economic and technical feasibility of extending HD local service to more DMAs, prior to the announcement of the proposed Transaction, DIRECTV did not have plans to launch digital local service in any additional markets beyond these 100 DMAs over the next three years.

DIRECTV is currently searching its records for documents responsive to this request, and will provide responsive documents on a rolling basis until that process reaches completion.

REQUEST II.K

Provide a detailed description and explanation of how and when DIRECTV 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 II.K:

DIRECTV currently provides local-into-local service via satellite in 143 DMAs, and it expects to launch service in seven additional markets by the end of this year. Thus, by the beginning of 2008, nearly 95% of the nation's television households will have access to local service via satellite from DIRECTV.

Nonetheless, as DIRECTV (and the Commission itself) anticipated during the *News-Hughes* proceeding, some areas will not have local-into-local service *by satellite* by the end of 2008. In those areas where DIRECTV will not provide local signals via satellite, DIRECTV has developed a mix of strategies to offer a seamless, integrated service that incorporates local broadcast signals.

Those DIRECTV subscribers with HD set-top equipment provide the most straightforward case. To date, DIRECTV has included a digital terrestrial tuner in every model of set-top box used to receive its HD service. This equipment is capable of incorporating any off-air digital broadcast signal available to the subscriber into the DIRECTV service in a seamless, integrated manner. For example, an off-air digital signal would appear in, and be accessible through, the on-screen program guide, just like all of the other programming available via satellite. Each such channel would appear in the guide with the same number it would have in a standalone digital television set and would be sorted numerically in the guide for ease of use. From the viewer's perspective, digital channels received over-the-air would be presented no differently from those transmitted via satellite.

Those DIRECTV subscribers with non-HD service will need additional equipment to receive and integrate available off-air digital signals in this way. Accordingly, in markets where DIRECTV does not retransmit local signals via satellite in standard definition, it will make available to subscribers equipment with a terrestrial digital tuner that is capable of processing an off-air signal in a manner similar to the HD set-top box. This may be a complete (but prior generation) DIRECTV HD set-top box, or (to the extent necessary) may instead take the form of an HD tuner "side car" that, in combination with the standard definition DIRECTV equipment, will be able to seamlessly integrate the digital signal broadcast by local stations in the viewer's market. Either way, there would be no indication to the viewer that the digital broadcast signals that he can receive over-the-air were not being retransmitted by satellite.

As more and more broadcast television stations transition to digital operations, this option will provide access to an ever-increasing amount of local broadcast programming through the DIRECTV set-top box. Given that Congress has established a February 2009 deadline for the digital transition,¹ it is reasonable to expect that most (if not all) stations

¹ See Digital Television and Public Safety Act of 2005 ("DTV Act"), which is Title III of the Deficit Reduction Act of 2005, Pub. L. No. 109-171, 120 Stat. 4 (2006) (*codified at* 47 U.S.C. §§ 309(j)(14) and 337(e)). Of course, when News Corp. proposed this "seamless, integrated service" undertaking in 2003, the presumptive date for completion of the digital transition was December 31, 2006.

will have begun digital transmissions by the end of 2008. Thus, local SD and HD broadcast signals which are not delivered by satellite will nonetheless be available for seamless integration into DIRECTV's service even in the smallest television markets.

REQUEST III.A

Identify each Video Programming Network distributed in the United States that the Company owns or controls or in which it has a financial, positional, or other interest (including, but not limited to, any Attributable Interest) and for each such network identify:

- 1. Whether the network is carried by DIRECTV, Liberty, or EchoStar; and*
- 2. The date of expiration of the contract under which the network is currently distributed in the United States.*

Response to Request III.A:

The information for each Video Programming Network distributed in the United States that News Corp. or DIRECTV owns or controls, or has a financial, positional, or other interest are set forth in Schedules III.A(N) and III.A(D) attached hereto, respectively. Because DIRECTV does not own or control any of the Video Programming Networks responsive to this request, it does not have access to carriage and contract information for Liberty or EchoStar. In addition, News Corp. owns only a minority stake in Fox Sports Net Bay Area. News Corp. does not play any role in negotiating with cable or satellite providers for carriage of the network, and it therefore does not have a copy of any affiliation agreements related to the network.

REQUEST III.B

For each Video Programming Network distributed in the United States identified in response to question III.A, provide one copy of each affiliation agreement with DIRECTV, Liberty, and Echo Star, including all amendments and ancillary agreements.

Response to Request III.B:

Responsive documents are provided in the News Corp. Production. Responsive documents are also provided in the DIRECTV Production to the extent DIRECTV has access to them, as documents numbered DTV-III.B-000001 through DTV-III.B-000280. However, because DIRECTV does not own or control any of these Video Programming Networks, it has access only to its own affiliation agreements. In addition, News Corp. owns only a minority stake in Fox Sports Net Bay Area. News Corp. does not play any

role in negotiating with cable or satellite providers for carriage of the network, and it therefore does not have a copy of any affiliation agreements related to the network.

REQUEST III.C

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 III.C:

Information responsive to this Request for each video programming company in which News Corp. or DIRECTV has a financial, positional, or other interest is set forth in Schedules III.C(N) and III.C(D) attached hereto, respectively. There will be no change in any of the interests reflected on those schedules if the Transaction is approved.

REQUEST III.D

Submit a list of arbitration proceedings for which News Corp. has received a notice to arbitrate with respect to a Sports Programming Network. For each notice, describe:

- 1. The nature of the dispute (for instance, first time or continuing carriage);*
- 2. The parties involved; and*
- 3. How and whether the arbitration was resolved.*

Response to Request III.D:

Armstrong Utilities, Inc.

1. Fox Cable Networks received a Notice of Intent to Arbitrate from Armstrong Utilities, Inc. regarding the terms and conditions of renewal of its agreement to carry FSN Pittsburgh.
2. The parties involved were Fox Cable Networks and Armstrong Utilities, Inc.

3. The dispute was resolved by the parties before the commencement of an arbitration proceeding.

National Cable Television Cooperative

1. Fox Cable Networks received a Notice of Intent to Arbitrate from National Cable Television Cooperative, Inc. (“NCTC”) on behalf of small cable companies that appointed NCTC to act as their collective bargaining agent for purposes of renewing agreements for carriage of certain Fox-affiliated Regional Sports Networks (“RSNs”). While this was a first time request by NCTC, the small cable operators on whose behalf the Notice was provided had expiring agreements to carry the relevant RSNs.
2. The parties to the arbitration are News Corporation/Fox Sports Television and NCTC.
3. The arbitration is pending.

Massillon Cable TV, Inc.

1. Fox Sports Ohio received a Notice of Intent to Arbitrate from Massillon Cable TV, Inc. regarding its carriage of Fox Sports Net Ohio. Massillon sought to arbitrate the terms and conditions of its current agreement to carry Fox Sports Net Ohio, which does not expire until December 31, 2008.
2. The parties involved are Fox Sports Net Ohio, LLC (“Fox”) and Massillon Cable TV, Inc.
3. Under the FCC’s Order establishing arbitration rights and procedures for RSNs, there is no right to or jurisdiction for arbitration in the middle of the term of a carriage contract. Therefore, Fox has declined to participate in an arbitration that has no legal basis. Upon information and belief, the arbitration is pending.

REQUEST IV.A

Identify each broadcast TV station in the United States in which News Corporation owns an Attributable Interest and for each such station identify whether the station is carried by DIRECTV, Liberty, or EchoStar, and for each station state the date of expiration of the contract under which the station is currently distributed.

Response to Request IV.A:

Schedule IV.A hereto sets forth information responsive to this request for each broadcast TV station in which News Corp. owns an Attributable Interest. News Corp., however, owns only a non-voting stake in WVFX-TV and WFXS-TV, which is not attributable under the Commission's broadcast attribution rules. News Corp. does not play any role in negotiating with cable or satellite providers for carriage of these stations, and it therefore does not have a copy of any carriage agreements related to these stations.

REQUEST IV.B

For each station identified in response to question IV.A, provide a copy of the retransmission consent agreement with Liberty, DIRECTV, and EchoStar, including all amendments and ancillary agreements.

Response to Request IV.B:

Responsive documents are contained in the News Corp. Production. News Corp., however, owns only a non-voting stake in WVFX-TV and WFXS-TV, which is not attributable under the Commission's broadcast attribution rules. News Corp. does not play any role in negotiating with cable or satellite providers for carriage of these stations, and it therefore does not have a copy of any carriage agreements related to these stations.

REQUEST IV.C

Submit a list of arbitration proceedings for which News Corp. has received a notice to arbitrate with respect to retransmission consent agreements. For each notice, describe:

- 1. The nature of the dispute (for instance, first time or continuing carriage);*
- 2. The parties involved; and*
- 3. How and whether the arbitration was resolved.*

Response to Request IV.C:

[REDACTED]

1. Fox Television Stations, Inc. ("FTS") received a Notice of Intent to Arbitrate from [REDACTED] regarding renewal of its retransmission consent agreement for the stations owned and operated by FTS.
2. The parties to the arbitration were Fox Television Holdings, Inc., Fox/UTV Holdings, Inc., News Corporation and [REDACTED].

3. [REDACTED] was adopted as a Final Award by the Arbitrator.

REQUEST V.A

With respect to the synergies 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.*

Response to Request V.A:

News Corp. and DIRECTV refer the Commission to the separate response to Requests IV.A and IV.B of the Information Request directed to Liberty Media Corporation. With respect to request V.A.5., DIRECTV is currently searching the records of the document custodians identified in its July 6, 2007 letter, and will provide responsive documents on a rolling basis until that process reaches completion.

REQUEST V.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 V.B:

News Corp. and DIRECTV refer the Commission to the separate response to Requests IV.A and IV.B of the Information Request directed to Liberty Media Corporation. With respect to request V.B.4., DIRECTV is currently searching the records of the document custodians identified in its July 6, 2007 letter, and will provide responsive documents on a rolling basis until that process reaches completion.

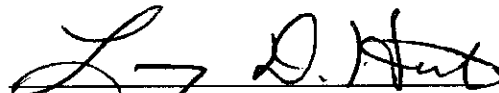
DECLARATION OF LARRY D. HUNTER

I, Larry D. Hunter, hereby declare as follows:

1. I am Executive Vice President, General Counsel, and Secretary of The DIRECTV Group, Inc. ("DIRECTV"). As such, I am familiar with the operations of DIRECTV and the proposed transaction involving DIRECTV, News Corporation, and Liberty Media Corporation.

2. I have reviewed the foregoing responses to questions posed by the Federal Communications Commission. The facts set forth therein are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information, and belief.

A handwritten signature in black ink, appearing to read "Larry D. Hunter", written over a horizontal line.

Larry D. Hunter
Executive Vice President,
General Counsel, and Secretary

July 10, 2007

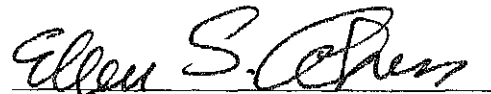
DECLARATION OF ELLEN S. AGRESS

I, Ellen S. Agress, hereby declare as follows:

1. I am Senior Vice President and Deputy General Counsel of News Corporation (“News Corp.”). As such, I am familiar with the operations of News Corp. and the proposed transaction involving The DIRECTV Group, Inc., News Corp., and Liberty Media Corporation.

2. I have reviewed the foregoing responses to questions posed by the Federal Communications Commission. The facts set forth therein are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing statements are true and correct to the best of my knowledge, information, and belief.



Ellen S. Agress
Senior Vice President and
Deputy General Counsel

July 10, 2007

REDACTED – FOR PUBLIC INSPECTION

EXHIBIT A

**INDEX TO SCHEDULES SUPPLEMENTING THE RESPONSE OF
NEWS CORPORATION AND THE DIRECTV GROUP, INC.**

Schedule	Description
II.A.1	Local Analog and Digital Stations Carried by DIRECTV
II.C	DIRECTV Puerto Rico Package and Tier Data
II.F	DIRECTV Exclusive Contract Information
III.A(N)	Video Programming Networks – News Corp.
III.A(D)	Video Programming Networks – DIRECTV
III.C(N)	Video Programming Companies – News Corp.
III.C(D)	Video Programming Companies – DIRECTV
IV.A	News Corp. Broadcast TV Stations

Schedule II.A.1

DMA Name	Station Call Sign	Affiliation	Channel #	Channel Format	Launch Date
Albany-Schenectady-Troy, NY	WTEN	ABC	10	Analog	6/4/04
Albany-Schenectady-Troy, NY	WRGB	CBS	6	Analog	6/4/04
Albany-Schenectady-Troy, NY	WCWN	CW	45	Analog	6/4/04
Albany-Schenectady-Troy, NY	WXXA	FOX	23	Analog	6/4/04
Albany-Schenectady-Troy, NY	WNYA	MNT	51	Analog	6/4/04
Albany-Schenectady-Troy, NY	WNYT	NBC	13	Analog	6/4/04
Albany-Schenectady-Troy, NY	WMHT	PBS	17	Analog	6/4/04
Albuquerque-Santa Fe, NM	KOAT	ABC	7	Analog	6/4/04
Albuquerque-Santa Fe, NM	KOAT-DT	ABC	7.1	HD	4/4/07
Albuquerque-Santa Fe, NM	KRQE	CBS	13	Analog	6/4/04
Albuquerque-Santa Fe, NM	KWBQ	CW	19	Analog	6/4/04
Albuquerque-Santa Fe, NM	KASA-DT	FOX	2.1	HD	4/4/07
Albuquerque-Santa Fe, NM	KASA	FOX	2	Analog	6/4/04
Albuquerque-Santa Fe, NM	KAZQ	IND	32	Analog	6/4/04
Albuquerque-Santa Fe, NM	KRPV	IND	27	Analog	6/4/04
Albuquerque-Santa Fe, NM	KASY	MNT	50	Analog	6/4/04
Albuquerque-Santa Fe, NM	KOB	NBC	4	Analog	6/4/04
Albuquerque-Santa Fe, NM	KOB-DT	NBC	4.1	HD	4/4/07
Albuquerque-Santa Fe, NM	KNME	PBS	5	Analog	6/4/04
Albuquerque-Santa Fe, NM	KTFQ	TFT	14	Analog	6/4/04
Albuquerque-Santa Fe, NM	KTEL	TMO	25	Analog	11/9/05
Albuquerque-Santa Fe, NM	KLUZ	UNI	41	Analog	6/4/04
Anchorage, AK	KIMO	ABC	13	Analog	12/8/05
Anchorage, AK	KTVA	CBS	11	Analog	2/21/06
Anchorage, AK	KTBY	FOX	4	Analog	12/8/05
Anchorage, AK	KYES	MNT	15	Analog	12/8/05
Anchorage, AK	KTUU	NBC	2	Analog	3/2/06
Anchorage, AK	KDMD	PAX	33	Analog	12/8/05
Anchorage, AK	KAKM	PBS	7	Analog	12/8/05
Atlanta, GA	WSB	ABC	2	Analog	12/11/99
Atlanta, GA	WSB-DT	ABC	2.1	HD	11/22/05
Atlanta, GA	WUVM-LP	AZA	4	Analog	11/15/06
Atlanta, GA	WGCL-DT	CBS	46.1	HD	11/22/05
Atlanta, GA	WGCL	CBS	46	Analog	12/11/99
Atlanta, GA	WUPA	CW	69	Analog	12/27/01
Atlanta, GA	WUPA-DT	CW	69.1	HD	7/1/06
Atlanta, GA	WATC	ETV	57	Analog	12/27/01
Atlanta, GA	WAGA	FOX	5	Analog	12/11/99
Atlanta, GA	WAGA-DT	FOX	5.1	HD	11/22/05
Atlanta, GA	WTBS	IND	17	Analog	12/18/02
Atlanta, GA	WATL	MNT	36	Analog	12/27/01
Atlanta, GA	WXIA	NBC	11	Analog	12/11/99
Atlanta, GA	WXIA-DT	NBC	11.1	HD	11/22/05
Atlanta, GA	WPXA	PAX	14	Analog	6/14/02
Atlanta, GA	WGTV	PBS	8	Analog	12/27/01
Atlanta, GA	WPBA	PBS	30	Analog	12/27/01
Atlanta, GA	WUVG	UNI	34	Analog	11/5/02
Augusta, GA	WJBF	ABC	6	Analog	3/16/05