

MB Docket No. 07-18

Response II, F.

SCHEDULE 1

Number of Subscribers to Each Package as of May 15, 2007 (unless otherwise noted)

	<u>Package Name</u>	<u>Number of Subscribers</u>
NFL	Sunday Ticket Super Fan	
NASCAR	HotPass	
MMM	Mega March Madness	
BRAZILIAN:	BrazilianDirect II BrazilianDirect III BrazilianDirect IV	
CARIBBEAN:	CaribbeanDirect	
CHINESE:	Jadeworld MandarinDirect II	
KOREAN:	KoreanDirect KoreanDirect II	
FILIPINO:	FilipinoDirect TFCDirect	
GREEK:	GreekDirect	
POLISH:	PolishDirect PolishDirect II	
RUSSIAN:	RussianDirect I	REDACTED
SOUTH ASIAN:	HindiDirect I HindiDirect II Cricket Ticket	
VIETNAMESE:	VietnameseDirect II VietnameseDirect III	
SPANISH:	Basico Basico w/o Locals En Espanol Familiar Familiar Ultra Familiar Ultra w/o Locals Familiar w/o Locals Lo Maximo Lo Maximo w/o Locals Opcion En Espanol Opcion Especial Opcion Extra w/o Locals Opcion Extra Opcion Extra Especial Opcion Extra Especial w/o Locals Opcion Premier Opcion Premier w/o Locals Opcion Ultra Especial Opcion Ultra Especial w/o Locals Seleccion Commercial Seleccion Commercial Ultra Seleccion Digital Tier Titanium Package Titanium Package w/o Locals TOTAL SPANISH	

**MB Docket No. 07-18
Response II. F.**

SCHEDULE 2

REDACTED

Schedule III.A(N)

Video Programming Networks distributed in the United States that News Corporation owns or controls, or in which News Corporation has a financial, positional or other interest:

Network	Distribution	Date of Expiration of Current Distribution Contract
Fox Movie Channel	DIRECTV: Yes Echostar: Yes Liberty: Yes	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: [REDACTED]
Fox News Channel	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
Fox Sports en Español	DIRECTV: Yes Echostar: Yes Liberty: Yes	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: [REDACTED]
Fox Sports Net Arizona	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
Fox Sports Net Detroit	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
Fox Sports Net Florida	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
Fox Sports Net Midwest	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
Fox Sports Net North	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
Fox Sports Net Northwest	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A

Fox Sports Net Ohio	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
Fox Sports Net Pittsburgh	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
Fox Sports Net Rocky Mountain	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
Fox Sports Net South	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
Fox Sports Net Southwest	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
Fox Sports Net West	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
SportSouth	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
FSN Prime Ticket	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
Fox Soccer Channel	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
Fuel	DIRECTV: Yes Echostar: No Liberty: No	DIRECTV: [REDACTED] Echostar: N/A Liberty: N/A

FX	DIRECTV: Yes Echostar: Yes Liberty: Yes	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: [REDACTED]
National Geographic Channel	DIRECTV: Yes Echostar: Yes Liberty: Yes	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: [REDACTED]
National Geographic Channel HD	DIRECTV: No Echostar: Yes Liberty: Yes	DIRECTV: N/A Echostar: [REDACTED] Liberty: [REDACTED]
Speed Channel	DIRECTV: Yes Echostar: Yes Liberty: Yes	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: [REDACTED]
Fox Reality Channel	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
CCTV	DIRECTV: Yes Echostar: No Liberty: No	DIRECTV: [REDACTED] Echostar: N/A Liberty: N/A
Sun Sports	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
TV Guide Network	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
TVG Network	DIRECTV: Yes Echostar: Yes Liberty: No	DIRECTV: [REDACTED] Echostar: [REDACTED] Liberty: N/A
Fox Sports Net Bay Area	DIRECTV: Yes Echostar: Yes Liberty: No	News Corporation owns a minority stake in this network; News Corporation does not play any role in negotiating with cable or satellite providers for carriage of this network.

Sky Italia	DIRECTV: Yes Echostar: No Liberty: No	DIRECTV: [REDACTED] Echostar: N/A Liberty: N/A
Star Plus	DIRECTV: Yes Echostar: No Liberty: No	DIRECTV: [REDACTED] Echostar: N/A Liberty: N/A
Star One	DIRECTV: Yes Echostar: No Liberty: No	DIRECTV: [REDACTED] Echostar: N/A Liberty: N/A
Star News	DIRECTV: Yes Echostar: No Liberty: No	DIRECTV: [REDACTED] Echostar: N/A Liberty: N/A
Vijay IV	DIRECTV: Yes Echostar: No Liberty: No	DIRECTV: [REDACTED] Echostar: N/A Liberty: N/A

Schedule III.A(D)

Video Programming Networks distributed in the United States that DIRECTV owns or controls, or in which DIRECTV has a financial, positional or other interest:

Network	Distribution on DIRECTV?	Date of Expiration of Current Distribution Contract
Chiller	Yes	REDACTED
Hallmark Channel	Yes	REDACTED
Current	Yes	REDACTED
MLB Channel	(channel not yet launched)	REDACTED
TV One	Yes	REDACTED
Oxygen	Yes	REDACTED
Tennis	(carriage planned Summer '07)	REDACTED

Schedule III.C(N)

As of March 31, 2007

<u>Video Programming Company</u>	<u>Interest</u>	<u>Change in Interest</u>
Fox Pan American Sports, LLC	37.8% ownership	None
LAPTV, LLC	32.5% ownership	None
Montel Williams Show	50% ownership	None
Network News Services	33.3% ownership	None
Pacific Regional Programming Partners	40% ownership	None
Southwest Sports Group	Debt	None
Regency Television, LLC	50% ownership	None
Revolution Studios	2.5% ownership	None
British Sky Broadcasting Group plc	38% ownership	None
Championship Gaming Series LLC	33.3% ownership (directly)	None ¹

¹ As noted on Schedule II.C.(D) herein, DIRECTV also holds a 33.3% interest in Championship Gaming Series LLC. Accordingly, News Corp. holds an indirect interest in Championship Gaming Series LLC through DIRECTV that News Corp. no longer will hold at the completion of this transaction. The remaining ownership in Championship Gaming Series LLC is held by British Sky Broadcasting Group plc, which interest will be unaffected by this transaction.

The following entities are wholly owned unless otherwise stated.

18 Street Productions, Inc	United States of America
19th Holdings Corporation	United States of America
21st Century Fox Film Corporation	United States of America
99 Productions, Inc.	United States of America
ACAD2, Inc.	United States of America
AGY Service, Inc.	United States of America
Alena, LLC	United States of America
Alienator Films, Inc.	United States of America
America's Prince Productions, Inc.	United States of America
Angel Wings Productions, Inc.	United States of America
April Service, Inc.	United States of America
ARC Holding, Ltd.	United States of America
ASkyB Holdings, Inc.	United States of America
Auction Media Ventures, LLC	United States of America
Austair, Inc.	United States of America
Australian Finance Company Inc.	United States of America
AVP2 Productions, Inc.	United States of America
Baja Holdings, Inc.	United States of America
Baja Studios, Inc.	United States of America
Balkan News Finance, Inc.	United States of America
Because He Can Productions, Inc.	United States of America
BHC Network Partner II, Inc.	United States of America
BHC Network Partner III, Inc.	United States of America
BHC Network Partner, Inc.	United States of America
BHC Properties, Inc.	United States of America
Big LouHouse Productions, L.L.C.	United States of America
Big LouMorra Investments, L.L.C.	United States of America
Blacktree Productions, LLC	United States of America
Blackus Productions, Inc.	United States of America
Blue Sky Studios, Inc.	United States of America
Bluebush Productions, LLC	United States of America
Broadsystem Incorporated	United States of America
BSkyB Holdco, Inc.	United States of America
Cannell Entertainment, Inc.	United States of America
Can't Cant Productions, Inc.	United States of America
Cases Ladder, Inc.	United States of America
CCI Television Productions, Inc.	United States of America
CCI Television, Inc.	United States of America
Charing Cross Entertainment, Inc.	United States of America
Cheaper US Productions, Inc.	United States of America
Cheerleader Productions, Inc.	United States of America
Chuck B Productions, Inc.	United States of America
Cinemascope Products, Inc.	United States of America
Clearwater Entertainment, Inc.	United States of America
CNI US, Inc.	United States of America
Cotton Cage Productions, Inc.	United States of America
Crash, LLC	United States of America
D.A.W. Productions, Inc.	United States of America
D3US Productions, Inc.	United States of America
DAS Productions, Inc.	United States of America

DAT Productions, Inc. United States of America
Day John Died Productions, Inc. United States of America
De Luxe Laboratories Film Storage, Inc. United States of America
Deliberate Intent, Inc. United States of America
Dice Productions, Inc. United States of America
Diehar Service, Inc. United States of America
Digital Leaseholds, Inc. United States of America
DLO Corporation United States of America
Duets Productions, Inc. United States of America
EFL Licensing, Inc. United States of America
Elektra Productions, Inc. United States of America
Elling Productions, Inc. United States of America
Emmett Street Films, Inc. United States of America
End of Day Productions, Inc. United States of America
epartners Limited United States of America
Erag Service, Inc. United States of America
Evergreen Television Production, Inc. United States of America
Evergreen Trading Co L.L.C. United States of America
F4 Productions, Inc. United States of America
FA Productions, Inc. United States of America
Family Forensics Productions, Inc. United States of America
Family Productions, Inc. United States of America
Fanfourtwo Productions, Inc. United States of America
FBC Sub, Inc. United States of America
FEG Holdings, Inc. United States of America
Fever Pitch Productions, Inc. United States of America
Fieldmouse Production, Inc. United States of America
Final Stretch Productions, Inc. United States of America
First Down Publications, Inc. United States of America
FLAC Worldwide LLC United States of America
Flashlight 21, Inc. United States of America
Focalex, Inc. United States of America
Footsteps Productions, Inc. United States of America
Four Star Entertainment Corp. United States of America
Four Star International, Inc. United States of America
Fox 21, Inc. United States of America
Fox Acquisition Sub, Inc. United States of America
Fox Animation Los Angeles, Inc. United States of America
Fox Animation Studios, Inc. United States of America
Fox Atomic, Inc. United States of America
Fox Baseball Holdings, Inc. United States of America
Fox Boston Land Holdings, Inc. United States of America
Fox Boston Land LLC United States of America
Fox Boston Seaport Land LLC United States of America
Fox Broadcasting Company United States of America
Fox Broadcasting Sub, Inc. United States of America
Fox BSB Holdco, Inc. United States of America
Fox Cable Network Services, LLC United States of America
Fox Cable Networks, Inc. United States of America
Fox Cable Ventures, Inc. United States of America
Fox Center Productions, Inc. United States of America
Fox Channels Japan, Inc. United States of America
Fox Circle Productions, Inc. United States of America

College Sports, Inc.	United States of America
Daytime Prods., Inc.	United States of America
Development Group, Inc.	United States of America
Digital Enterprises, Inc.	United States of America
Home Holding Company, Inc.	United States of America
East Productions, Inc.	United States of America
Entertainment Group, Inc.	United States of America
Film Music Corporation	United States of America
Global Holdings, Inc.	United States of America
Home Entertainment Worldwide, LLC	United States of America
Interactive Media, Inc.	United States of America
Interactive, Inc.	United States of America
International Channels (US), Inc.	United States of America
International Equity, Inc.	United States of America
International Productions, Inc.	United States of America
International, Inc.	United States of America
Land Productions, Inc.	United States of America
Nippon Movie Channels, Inc.	United States of America
One Productions, Inc.	United States of America
OPTV Holdings, Inc.	United States of America
OPTV LLC	United States of America
One Night Productions, Inc.	United States of America
Latin American Channel, Inc.	United States of America
Media Services, Inc.	United States of America
Mobile Entertainment, Inc.	United States of America
Mobile Holdings, LLC	United States of America
Mobile Studios, Inc.	United States of America
Motion Picture Venture No. 1, Inc.	United States of America
Movie Channel, Inc.	United States of America
Noveltonews, Inc.	United States of America
Music, Inc.	United States of America
Net, Inc.	United States of America
News International, Inc.	United States of America
News Network, LLC	United States of America
News Productions, Inc.	United States of America
News Service, Inc.	United States of America
News, Inc.	United States of America
Nettime Prods., Inc.	United States of America
Netco, LLC	United States of America
Pay-Per-View Services, Inc.	United States of America
Professional Services 3, LLC	United States of America
Quality Channel, Inc.	United States of America
Records, Inc.	United States of America
Regional Sports Holdings, Inc.	United States of America
Researchlab, Inc.	United States of America
Searchlight Pictures, Inc.	United States of America
Services, Inc.	United States of America
Soccer Channel, LLC	United States of America
Software, Inc.	United States of America
Sports Arena, LLC	United States of America
Sports Baseball Holdings, Inc.	United States of America
Sports Interactive Media, LLC	United States of America
Sports International, Inc.	United States of America

ports Net Arizona, LLC	United States of America
ports Net Bay Area Holdings, LLC	United States of America
ports Net Canada Holdings, LLC	United States of America
ports Net Chicago Holdings, LLC	United States of America
ports Net Detroit, LLC	United States of America
ports Net Distribution, LLC	United States of America
ports Net Florida, Inc.	United States of America
ports Net National Ad Sales Holdings II, LLC	United States of America
ports Net National Ad Sales Holdings, LLC	United States of America
ports Net North, LLC	United States of America
ports Net Northwest, LLC	United States of America
ports Net Ohio, LLC	United States of America
ports Net Pacific Holdings, Inc.	United States of America
ports Net Pittsburgh, LLC	United States of America
ports Net Rocky Mountain LLC	United States of America
ports Net West 2, LLC	United States of America
ports Net West, LLC	United States of America
ports Net, Inc.	United States of America
ports Productions, Inc.	United States of America
ports U.S. Distribution LLC	United States of America
ports World Middle East, LLC	United States of America
quare Productions (Canada), Inc.	United States of America
quare Productions, Inc.	United States of America
tations Sales, Inc.	United States of America
udios East, Inc.	United States of America
levision Animation, Inc.	United States of America
levision Holdings, Inc.	United States of America
levision Stations of Birmingham, Inc.	United States of America
levision Stations of Philadelphia, Inc.	United States of America
levision Stations, Inc.	United States of America
levision Studios Productions, Inc.	United States of America
levision Studios, Inc.	United States of America
own Holdco, Inc.	United States of America
ansactional TV, Inc.	United States of America
ines, Inc.	United States of America
/ 10 Holdings, Inc.	United States of America
est Pictures, Inc.	United States of America
orld Productions, Inc.	United States of America
orld Ventures Holland, Inc.	United States of America
orldwide Telecommunications LLC	United States of America
orldwide Television LLC	United States of America
orldwide Theatrical LLC	United States of America
c.	United States of America
TV Holdings, Inc.	United States of America
, Inc.	United States of America
GC (International) Holdings, Inc.	United States of America
GC (US) Holdings, Inc.	United States of America
ir Productions, Inc.	United States of America
leo International Distribution, Inc.	United States of America
w, Inc.	United States of America
tch Productions, Inc.	United States of America
Property Holdings, Inc.	United States of America
Holdings, Inc.	United States of America

Productions, Inc.	United States of America
Australia LLC	United States of America
PV, Inc.	United States of America
Southern Holdings, Inc.	United States of America
Productions, Inc.	United States of America
Boston, Inc.	United States of America
Investments, Inc.	United States of America
North Carolina, Inc.	United States of America
Philadelphia, Inc.	United States of America
TV, Inc	United States of America
Productions, Inc.	United States of America
etworks, LLC	United States of America
y Way Finance Company, Inc.	United States of America
y Way Productions, Inc.	United States of America
Spy Industries, Inc.	United States of America
Service, Inc.	United States of America
ld US Productions, Inc.	United States of America
Productions, Inc.	United States of America
Productions, Inc.	United States of America
is Video Entertainment, Inc.	United States of America
ne Internet, Inc.	United States of America
etown Productions, Inc.	United States of America
Bowling Pin Productions, Inc.	United States of America
Avenue Films, Inc.	United States of America
se of Hell Productions, Inc.	United States of America
Key Entertainment, Inc.	United States of America
Fission, Inc.	United States of America
Ghouls, Inc.	United States of America
leaves Productions, Inc.	United States of America
03, Inc.	United States of America
-Renker Holding Corporation	United States of America
on Cove Productions, Inc.	United States of America
Realm US Prodcn, Inc.	United States of America
nly Kingdom Films, Inc.	United States of America
Holdco, Inc.	United States of America
LLC	United States of America
ge Broadcasting Group, Inc.	United States of America
ge GP, Inc.	United States of America
ge Media Corporation L.L.C.	United States of America
ge Media Management, Inc.	United States of America
ge Media Services L.L.C.	United States of America
ate Pictures, Inc.	United States of America
ate Productions, Inc.	United States of America
roadcasting Corporation	United States of America
m Productions, Inc.	United States of America
ne Productions, Inc.	United States of America
egration, Inc.	United States of America
n Animals Productions, Inc.	United States of America
ert Productions, Inc.	United States of America
dem, LLC	United States of America
ertainment, Inc.	United States of America
ion Corporation	United States of America
Productions, Inc.	United States of America

ix Holdings LLC	United States of America
ix Media, Inc.	United States of America
ix Network, LLC	United States of America
igation Productions, Inc.	United States of America
ransponder LLC	United States of America
JS Productions, Inc.	United States of America
Television, Inc.	United States of America
V License, Inc.	United States of America
V Television, Inc.	United States of America
Inc.	United States of America
License, Inc.	United States of America
nberg Chronicles, Inc.	United States of America
License, Inc.	United States of America
Television, Inc.	United States of America
Inc.	United States of America
License, Inc.	United States of America
Television, Inc.	United States of America
License, Inc.	United States of America
Television, Inc.	United States of America
olding Corp.	United States of America
/ A Corporation	United States of America
/ B Corporation	United States of America
mont Productions, Inc.	United States of America
Off Productions, Inc.	United States of America
ng Corporation of America	United States of America
ng Corporation of America Films, Inc.	United States of America
ia Productions, Inc.	United States of America
r Productions, Inc.	United States of America
/Fox Southeast LLC	United States of America
r Holdings, Inc.	United States of America
ike US Productions, Inc.	United States of America
orever Productions, Inc.	United States of America
orp.	United States of America
At Productions, Inc.	United States of America
ervice, Inc	United States of America
fe Holdings LLC	United States of America
fe Investments, L.L.C.	United States of America
fe Productions, L.L.C.	United States of America
A Holdco, Inc.	United States of America
roductions, Inc.	United States of America
B Holdco, Inc.	United States of America
e Service, Inc.	United States of America
ax-Mart Productions, Inc.	United States of America
ium US Prodco, Inc.	United States of America
Pictures Corporation	United States of America
co, Inc.	United States of America
Lane Prods., Inc.	United States of America
Two, Inc.	United States of America
port Productions, Inc.	United States of America
onews, Inc.	United States of America
ch Publications, Inc.	United States of America
ideo Productions, Inc.	United States of America
workTV, Inc.	United States of America

ace, Inc.	United States of America
roperty Holdings, Inc.	United States of America
Real Estate Corporation	United States of America
Media International, Inc.	United States of America
G.P. Corp., Inc.	United States of America
WNS, Inc.	United States of America
nal Advertising Partners	United States of America
nal Sports Programming	United States of America
nal Studios, Inc.	United States of America
al Blonde Films, Inc.	United States of America
Holdco, Inc.	United States of America
Dallas Media, Inc.	United States of America
DMIC, Inc.	United States of America
STAR US Holdings Subsidiary LLC	United States of America
World Administration	United States of America
World Animation, Ltd.	United States of America
World Communications Group Incorporated	United States of America
World Communications of Atlanta, Inc.	United States of America
World Communications of Detroit, Inc.	United States of America
World Communications of Kansas City, Inc.	United States of America
World Communications of Milwaukee, Inc.	United States of America
World Communications of Ohio, Inc.	United States of America
World Communications of St Louis, Inc.	United States of America
World Communications of Tampa, Inc.	United States of America
World Entertainment, Ltd.	United States of America
World Pictures, Ltd.	United States of America
World Television Incorporated	United States of America
World Television Productions, Inc.	United States of America
World Television Programming	United States of America
World Video	United States of America
World/Genesis Distribution	United States of America
Advertising Sales Incorporated	United States of America
Air, Inc.	United States of America
America DTH Leasing, Inc.	United States of America
America Holdings Incorporated	United States of America
America Incorporated	United States of America
America Magazines, Inc.	United States of America
America Marketing FSI L.L.C.	United States of America
America Marketing In-Store Services L.L.C	United States of America
America Marketing Interactive L.L.C.	United States of America
America Marketing Properties L.L.C.	United States of America
America Publishing Incorporated	United States of America
America Real Estate, Inc.	United States of America
Asia Pacific Holdings Partnership	United States of America
Asia Pacific Investments Partnership	United States of America
Bulgaria Television, LLC	United States of America
Bulgaria, Inc.	United States of America
Corp Europe, Inc.	United States of America
Corporation Subsidiary, Inc.	United States of America
Croatia Inc.	United States of America
DTH Argentina Holdings, Inc.	United States of America
From The Edge, Inc.	United States of America
Group / Times Newspapers U.K., Inc.	United States of America

Group Realty Corporation	United States of America	
In-Flight Network Company	United States of America	
Investments UK Limited	United States of America	
Limited of Australia, Inc.	United States of America	
NAPI Holdings, Inc.	United States of America	
PLD LLC	United States of America	
Preferred Finance, Inc.	United States of America	
Publishing Australia Limited	United States of America	
Romania Inc.	United States of America	
Sports Programming, Inc.	United States of America	
T Investments, Inc.	United States of America	
USDTV Holdings, Inc.	United States of America	
Speed Hosting, LLC	United States of America	
roductions, Inc.	United States of America	
Network Latin America, LLC	United States of America	66.67%
Network US, LLC	United States of America	66.67%
Service, Inc.	United States of America	
V HoldCo Inc	United States of America	
uld Inc.	United States of America	
Plains, LLC	United States of America	
gate Productions, Inc.	United States of America	
ommunications of Austin, Inc.	United States of America	
ommunications of Phoenix, Inc.	United States of America	
ommunications of San Diego, Inc.	United States of America	
ommunications of Texas, Inc.	United States of America	
anagement Incorporated	United States of America	
ograms Incorporated	United States of America	
Acquisition Corporation	United States of America	
Holdings Corporation	United States of America	
Intermediate Holdings Corporation	United States of America	
Management Corporation	United States of America	
Sub I Holdings Corporation	United States of America	
Sub II Holdings Corporation	United States of America	
G Holdings Corporation	United States of America	
Holdings Corporation	United States of America	
Sub I Incorporated	United States of America	
/ Intermediate Holdings Corporation	United States of America	
Holdings, Inc.	United States of America	
Realty Corporation	United States of America	
Holdings, Inc.	United States of America	
Group, LLC	United States of America	
on Television, Inc.	United States of America	
ge Productions, Inc.	United States of America	
o International, Inc.	United States of America	
ramic Productions, Inc.	United States of America	
I Access Productions, Inc.	United States of America	
fe Enhancement, LLC	United States of America	70%
Films, Inc.	United States of America	
nds Broadcasting, Inc.	United States of America	
ntation Productions, Inc.	United States of America	
Network LLC	United States of America	
Time Media, Inc.	United States of America	
n Break 2005-A, LLC	United States of America	

Productions, Inc.	United States of America
er Productions, Inc.	United States of America
e World Productions, Inc.	United States of America
A-Match Productions, Inc.	United States of America
K Service, Inc.	United States of America
ngdale Holdings, LLC	United States of America
ine Network, Inc.	United States of America
arket Radio Network, Inc.	United States of America
y Productions, Inc.	United States of America
anadian TV Enterprises, Inc.	United States of America
igital Holdings, Inc.	United States of America
istributing, Inc.	United States of America
astern Europe, Inc.	United States of America
arsh Realm Productions, Inc.	United States of America
usic Publishing, Inc.	United States of America
peed II Productions, Inc.	United States of America
/ Canadian Productions, Inc.	United States of America
/ Canadian Services, Inc.	United States of America
/ CanPro, Inc.	United States of America
/ US Prodco #1, Inc.	United States of America
/ US Prodco #10, Inc.	United States of America
/ US Prodco #11, Inc.	United States of America
/ US Prodco #12, Inc.	United States of America
/ US Prodco #2, Inc.	United States of America
/ US Prodco #3, Inc.	United States of America
/ US Prodco #4, Inc.	United States of America
/ US Prodco #5, Inc.	United States of America
/ US Prodco #6, Inc.	United States of America
/ US Prodco #7, Inc.	United States of America
/ US Prodco #8, Inc.	United States of America
/ US Prodco #9, Inc.	United States of America
/ Worldwide Productions, Inc.	United States of America
, Inc.	United States of America
am Productions, Inc.	United States of America
olony Productions, Inc.	United States of America
xpress-News Corporation	United States of America
ox Interactive Store, Inc.	United States of America
ox Store, Inc.	United States of America
reenblatt Janollari Studio, Inc.	United States of America
est Productions, Inc.	United States of America
Sticks Productions, Inc.	United States of America
Sub, Inc.	United States of America
ament of Greats, Inc.	United States of America
ent Films, Inc.	United States of America
Productions, Inc.	United States of America
G Productions, Inc.	United States of America
r Regional Entertainment Network, Inc.	United States of America
Productions, Inc.	United States of America
roductions, Inc.	United States of America
Holdco, Inc.	United States of America
Productions, Inc.	United States of America
icense, Inc.	United States of America
e Mile Road Productions, Inc.	United States of America

entieth Century Fox BD+, LLC	United States of America
entieth Century Fox Chile, Inc.	United States of America
entieth Century Fox Distributing Corporation	United States of America
entieth Century Fox Film Corporation	United States of America
entieth Century Fox Film Distributors Pty. Limited	United States of America
entieth Century Fox France, Inc.	United States of America
entieth Century Fox Home Entertainment International Corporation	United States of America
entieth Century Fox Home Entertainment LLC	United States of America
entieth Century Fox Home Entertainment Middle East, Inc.	United States of America
entieth Century Fox Import Corporation	United States of America
entieth Century Fox Inc., U.S.A.	United States of America
entieth Century Fox India, Inc.	United States of America
entieth Century Fox Inter-America, Inc.	United States of America
entieth Century Fox International Corporation	United States of America
entieth Century Fox International Telecommunications Distribution, Inc.	United States of America
entieth Century Fox International Television Distribution, Inc.	United States of America
entieth Century Fox International Television, Inc.	United States of America
entieth Century Fox International Theatrical Distribution, Inc.	United States of America
entieth Century Fox Italy S.p.A., Inc.	United States of America
entieth Century Fox Japan, Inc.	United States of America
entieth Century Fox Media, Inc.	United States of America
entieth Century Fox Merchandise Store, Inc.	United States of America
entieth Century Fox Pakistan, Inc.	United States of America
entieth Century Fox Studio Club	United States of America
entieth Century Fox Telecommunications International, Inc.	United States of America
entieth Century Fox Thailand, Inc.	United States of America
entieth Century Fox Titanic Productions, Inc.	United States of America
entieth Century Fox Worldwide Productions, Inc.	United States of America
entieth Television, Inc.	United States of America
ty-First Century Film Corporation	United States of America
ty-First Century Fox Corporation	United States of America
ty-First Century Fox Productions, Inc.	United States of America
ty-First Century Fox Varieties, Inc.	United States of America
ents Inc.	United States of America
roductions, Inc.	United States of America
Entertainment Group, Inc.	United States of America
i Television Sales, Inc.	United States of America
ched Service, Inc.	United States of America
Service, Inc.	United States of America
ka Productions, Inc.	United States of America
ys, Inc.	United States of America
nd Productions, Inc.	United States of America
n Productions, Inc.	United States of America
f Baltimore, Inc.	United States of America
f Orlando, Inc.	United States of America
f San Francisco, Inc.	United States of America
ess Films, Inc.	United States of America
Merchandising, Inc.	United States of America
River Productions, Inc.	United States of America
maginative Pictures, Inc.	United States of America
A License, Inc.	United States of America
ooler Productions, Inc.	United States of America
and WGHP Holdings Corporation	United States of America

C and WGHP Television Corporation	United States of America
C License, Inc.	United States of America
F License, Inc.	United States of America
F Television, Inc.	United States of America
on Silica Company	United States of America
End Circle Studios, Inc.	United States of America
gate Productions, Inc.	United States of America
T, Inc.	United States of America
, Inc.	United States of America
P License, Inc.	United States of America
IFSports.com, Inc.	United States of America
Music, Inc.	United States of America
License, Inc.	United States of America
K License, Inc.	United States of America
License, Inc.	United States of America
Productions, Inc.	United States of America
Printing Company, Inc.	United States of America
War III Productions, Inc.	United States of America
g Turn Productions, Inc.	United States of America
, Inc.	United States of America
OR-TV, Inc.	United States of America
Productions, Inc.	United States of America
roductions, Inc.	United States of America
Productions, Inc.	United States of America
Service, Inc.	United States of America

Schedule III.C(D)

<u>Video Programming Company</u>	<u>Interest</u>	<u>Change in Interest</u>
Championship Gaming Series LLC	33.3% ownership	None
Engage Interactive LLC	5% ownership	None