Table of Contents

DISCOVERY HOLDING COMPANY AND SUBSIDIARIES

Consolidated Statements of Stockholders' Equity
Years ended December 31, 2006, 2005 and 2004

	Preferred Stock	Common Stock Series A	Common Stock Series B	Common Stock Series C	Additional Paid-in Capital	Parent's Investment	Accumulated Deficit	Accumulated Other Comprehensive Earnings (loss)	Total Stockholders' Equity
					amounts in thousands				
Balance at January 1, 2004	$ —	—	—	—	—	5,490,799	(1,237,205)	6,675	4,260,269
Net earnings	—	—	—	—	—	—	66,108	—	66,108
Other comprehensive earnings	—	—	—	—	—	—	—	5,635	5,635
Stock compensation	—	—	—	—	—	2,268	—	—	2,268
Reallocation of enterprise level goodwill from Liberty (note 5)	—	—	—	—	—	(18,000)	—	—	(18,000)
Net cash transfers from Liberty	—	—	—	—	—	30,999	—	—	30,999
Balance at December 31, 2004	—	—	—	—	—	5,506,066	(1,171,097)	12,310	4,347,279
Net earnings	—	—	—	—	—	—	33,276	—	33,276
Other comprehensive loss	—	—	—	—	—	—	—	(14,170)	(14,170)
Stock compensation	—	—	—	—	640	2,222	—	—	2,862
Net cash transfers from Liberty	—	—	—	—	—	206,044	—	—	206,044
Change in capitalization in connection with Spin Off (note 2)	—	2,681	121	—	5,711,530	(5,714,332)	—	—	—
Stock option exercises	—	—	—	—	134	—	—	—	134
Balance at December 31, 2005	—	2,681	121	—	5,712,304	—	(1,137,821)	(1,860)	4,575,425
Net loss	—	—	—	—	—	—	(46,010)	—	(46,010)
Other comprehensive earnings	—	—	—	—	—	—	—	17,774	17,774
Stock compensation	—	—	—	—	1,796	—	—	—	1,796
Conversion of Series B to Series A	—	1	(1)	—	—	—	—	—	—
Stock option exercises	—	—	—	—	279	—	—	—	279
Balance at December 31, 2006	$ —	2,682	120	—	5,714,379	—	(1,183,831)	15,914	4,549,264

See accompanying notes to consolidated financial statements.

Table of Contents

DISCOVERY HOLDING COMPANY AND SUBSIDIARIES

Notes to Consolidated Financial Statements
December 31, 2006, 2005 and 2004

(1) Basis of Presentation

The accompanying consolidated financial statements of Discovery Holding Company ("DHC" or the "Company") represent a combination of the historical financial information of (1) Ascent Media Group, LLC ("Ascent Media"), a wholly-owned subsidiary of Liberty, and Liberty's 50% ownership interest in Discovery for periods prior to the July 21, 2005 consummation of the spin off transaction ("the Spin Off") described in note 2 and (2) DHC and its consolidated subsidiaries (including its 50% share of Discovery's earnings) for the period following such date. The Spin Off has been accounted for at historical cost due to the pro rata nature of the distribution. Accordingly, DHC's historical financial statements are presented in a manner similar to a pooling of interests.

Ascent Media is comprised of two operating segments. Ascent Media's creative services group provides services necessary to complete the creation of original content, including feature films, mini-series, television shows, television commercials, music videos, promotional and identity campaigns, and corporate communications programming. The group manipulates or enhances original visual images or audio captured in principal photography or creates new three dimensional images, animation sequences, or sound effects. In addition, the creative services group provides a full complement of facilities and services necessary to optimize, archive, manage and repurpose completed media assets for global distribution via freight, satellite, fiber, and the Internet. The networks services group provides the facilities and services necessary to assemble and distribute programming content for cable and broadcast networks via fiber, satellite, and the Internet to viewers in North America, Europe, and Asia. Additionally, the networks services group provides systems integration, design, consulting, engineering and project management services.

Substantially all of the assets of AccentHealth, LLC were acquired by a subsidiary of DHC in January 2006, and are included as part of the network services group for financial reporting purposes. AccentHealth operates an advertising-supported captive audience television network in doctor office waiting rooms nationwide.

Discovery is a global media and entertainment company that provides original and purchased cable and satellite television programming in the United States and over 170 other countries. Discovery also develops and sells branded commerce and educational product lines in the United States.

The preparation of financial statements in conformity with U.S. generally accepted accounting principles ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of revenue and expenses for each reporting period. The significant estimates made in preparation of the Company's consolidated financial statements primarily relate to valuation of goodwill, other intangible assets, long-lived assets, deferred tax assets, and the amount of the allowance for doubtful accounts. Actual results could differ from the estimates upon which the carrying values were based.

(2) Spin Off Transaction

On July 21, 2005 (the "Spin Off Date"), Liberty completed the spin off of the capital stock of DHC. The Spin Off was effected as a dividend by Liberty to holders of its Series A and Series B common stock of shares of DHC Series A and Series B common stock, respectively. Holders of Liberty common stock on July 15, 2005 received 0.10 of a share of DHC Series A common stock for each share of Liberty Series A common stock owned and 0.10 of a share of DHC Series B common stock for each share of Liberty Series B common stock owned. Approximately 268.1 million shares of DHC Series A common stock and 12.1 million shares of DHC Series B common stock were issued in the Spin Off. The Spin Off did not involve the payment of any consideration by the holders of Liberty common stock and is intended to qualify as a tax-free transaction.

In addition to Ascent Media and its investment in Discovery, Liberty transferred $200 million in cash to a subsidiary of DHC prior to the Spin Off.

Following the Spin Off, the Company and Liberty operate independently, and neither has any stock ownership, beneficial or otherwise, in the other. In connection with the Spin Off, the Company and Liberty entered into certain agreements in order to govern certain of the ongoing relationships between the Company and Liberty after the Spin Off and to provide for an orderly transition. These agreements include a Reorganization Agreement, a Services Agreement and a Tax Sharing Agreement.

The Reorganization Agreement provides for, among other things, the principal corporate transactions required to effect the Spin Off and cross indemnities. Pursuant to the Services Agreement, Liberty provides the Company with office

Table of Contents

space and certain general and administrative services including legal, tax, accounting, treasury and investor relations support. The Company reimburses Liberty for direct, out-of-pocket expenses incurred by Liberty in providing these services and for the Company's allocable portion of costs associated with any shared services or personnel. Liberty and DHC have agreed that they will review cost allocations every six months and adjust such charges, if appropriate.

Under the Tax Sharing Agreement, Liberty is generally responsible for U.S. federal, state, local and foreign income taxes reported on a consolidated, combined or unitary return that includes the Company or one of its subsidiaries and Liberty or one of its subsidiaries. The Company is responsible for all other taxes that are attributable to the Company or one of its subsidiaries, whether accruing before, on or after the Spin Off. The Tax Sharing Agreement requires that the Company will not take, or fail to take, any action where such action, or failure to act, would be inconsistent with or prohibit the Spin Off from qualifying as a tax-free transaction. Moreover, the Company has indemnified Liberty for any loss resulting from (i) such action or failure to act or (ii) any agreement, understanding, arrangement or substantial negotiations entered into by DHC prior to the day after the first anniversary of the Spin Off, with respect to any transaction pursuant to which any of the other shareholders of Discovery would acquire shares of, or other interests in DHC's capital stock, in each case relating to the qualification of the Spin Off as a tax-free transaction. As of December 31, 2006, no such loss has been incurred.

(3) Summary of Significant Accounting Policies

Cash and Cash Equivalents

The Company considers investments with original purchased maturities of three months or less to be cash equivalents.

Trade Receivables

Trade receivables are shown net of an allowance based on historical collection trends and management's judgment regarding the collectibility of these accounts. These collection trends, as well as prevailing and anticipated economic conditions, are routinely monitored by management, and any adjustments required are reflected in current operations. The allowance for doubtful accounts as of December 31, 2006 and 2005 was $9,045,000 and $7,708,000, respectively.

A summary of activity in the allowance for doubtful accounts is as follows:

	Balance Beginning of Year	Charged (Credited) to Expense	Write-Offs	Acquired and Other Activity	Balance End of Year
	amounts in thousands				
2006	$ 7,708	1,023	—	314	9,045
2005	$ 12,104	(619)	(2,443)	(1,334)	7,708
2004	$ 11,580	555	—	(31)	12,104

Concentration of Credit Risk and Significant Customers

For the years ended December 31, 2006, 2005 and 2004, no single customer accounted for more than 10% of consolidated revenue.

Investment in Discovery

DHC accounts for its 50% ownership interest in Discovery using the equity method of accounting. Under this method, the investment, originally recorded at cost, is adjusted to recognize the Company's share of the net earnings or losses of Discovery as they occur, rather than as dividends or other distributions are received. The excess of the Company's carrying value over its proportionate share of Discovery's equity is accounted for as equity method goodwill, and accordingly, is not amortized, but periodically reviewed for impairment.

Changes in the Company's proportionate share of the underlying equity of Discovery which result from the issuance of additional equity securities by Discovery are recognized as increases or decreases in stockholders' equity. No such adjustments were recorded during the three years ended December 31, 2006.

Table of Contents

DISCOVERY HOLDING COMPANY AND SUBSIDIARIES

Notes to Consolidated Financial Statements — (Continued)

The Company periodically compares the carrying value of its investment in Discovery to its estimated fair value to determine if there are any other-than-temporary declines in value, which would require an adjustment in the statement of operations. The estimated fair value of the investment in Discovery exceeds its carrying value for all periods presented.

Property and Equipment

Property and equipment are carried at cost and depreciated using the straight-line method over the estimated useful lives of the assets. Leasehold improvements are amortized over the shorter of their estimated useful lives or the term of the underlying lease. Estimated useful lives by class of asset are as follows:

Buildings	20 years
Leasehold improvements	15 years or lease term, if shorter
Furniture and fixtures	7 years
Computers	3 years
Machinery and equipment	5 to 7 years

Depreciation expense for property and equipment was $66,435,000, $74,805,000 and $74,986,000 for the years ended December 31, 2006, 2005 and 2004, respectively.

Goodwill

The Company accounts for its goodwill pursuant to the provisions of SFAS No. 142, *Goodwill and Other Intangible Assets* ("SFAS No. 142"). In accordance with SFAS No. 142, goodwill is not amortized, but is tested for impairment annually and whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

SFAS No. 142 requires the Company to consider equity method affiliates as separate reporting units. As a result, $1,771,000,000 of DHC's enterprise-level goodwill balance has been allocated to a separate reporting unit which includes only its investment in Discovery. This allocation is performed for goodwill impairment testing purposes only and does not change the reported carrying value of the investment. However, to the extent that all or a portion of an equity method investment which is part of a reporting unit containing allocated goodwill is disposed of in the future, the allocated portion of goodwill will be relieved and included in the calculation of the gain or loss on disposal.

Other Intangible Assets

In accordance with SFAS No. 142, amortizable other intangible assets are amortized on a straight-line basis over their estimated useful lives of four to five years, and are reviewed for impairment in accordance with SFAS No. 144, *Accounting for Impairment or Disposal of Long-Lived Assets* ("SFAS No. 144").

Long-Lived Assets

In accordance with SFAS No. 144, management reviews the realizability of its long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. In evaluating the value and future benefits of long-term assets, their carrying value is compared to management's best estimate of undiscounted future cash flows over the remaining economic life. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying value of the assets exceeds the estimated fair value of the assets.

Foreign Currency Translation

The functional currencies of the Company's foreign subsidiaries are their respective local currencies. Assets and liabilities of foreign operations are translated into U.S. dollars using exchange rates on the balance sheet date, and revenues and expenses are translated into U.S. dollars using average exchange rates for the period. The effects of the foreign currency translation adjustments are deferred and are included in stockholder equity as a component of accumulated other comprehensive earnings (loss).

Revenue Recognition

Revenue from post-production and certain distribution related services is recognized when services are provided. Revenue on other long-term contracts is recorded on the basis of the estimated percentage of completion of individual

Table of Contents

DISCOVERY HOLDING COMPANY AND SUBSIDIARIES

Notes to Consolidated Financial Statements — (Continued)

contracts. Percentage of completion is calculated based upon actual labor and equipment costs incurred compared to total forecasted costs for the contract. Estimated losses on long-term contracts are recognized in the period in which a loss becomes evident.

Prepayments received for services to be performed at a later date are reflected in the consolidated balance sheets as deferred revenue until such services are provided.

Income Taxes

The Company accounts for income taxes under Statement of Financial Accounting Standards No. 109, *Accounting for Income Taxes* ("SFAS No. 109"). SFAS No. 109 is an asset and liability approach that requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of events that have been recognized in the Company's consolidated financial statements or tax returns. In estimating future tax consequences, SFAS No. 109 generally considers all expected future events other than proposed changes in the tax law or rates.

Advertising Costs

Advertising costs generally are expensed as incurred. Advertising expense aggregated $3,990,000, $3,465,000 and $3,303,000 for the years ended December 31, 2006, 2005 and 2004, respectively.

Stock-Based Compensation

As a result of the Spin Off and related adjustments to Liberty's stock incentive awards, options ("Spin Off DHC Awards") to acquire an aggregate of approximately 2.0 million shares of DHC Series A common stock and 3.0 million shares of DHC Series B common stock were issued to employees of Liberty. In addition, employees of Ascent Media who held stock options or stock appreciation rights ("SARs") to acquire shares of Liberty common stock prior to the Spin Off continue to hold such options. Pursuant to the Reorganization Agreement, DHC is responsible for all stock options related to DHC common stock, and Liberty is responsible for all incentive awards related to Liberty common stock. Notwithstanding the foregoing, the Company records stock-based compensation for all stock incentive awards held by DHC's and its subsidiaries' employees regardless of whether such awards relate to DHC common stock or Liberty common stock. Any stock-based compensation recorded by DHC with respect to Liberty stock incentive awards is treated as a capital transaction with the offset to stock-based compensation expense reflected as an adjustment of additional paid-in capital.

In December 2004, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 123 (revised 2004), *"Share-Based Payments"* ("Statement 123R"). Statement 123R, which is a revision of Statement of Financial Accounting Standards No. 123, *"Accounting for Stock-Based Compensation"* ("Statement 123") and supersedes Accounting Principles Board Opinion No. 25, *"Accounting for Stock Issued to Employees"* ("APB Opinion No. 25"), establishes standards for the accounting for transactions in which an entity exchanges its equity instruments for goods or services, primarily focusing on transactions in which an entity obtains employee services. Statement 123R generally requires companies to measure the cost of employee services received in exchange for an award of equity instruments (such as stock options and restricted stock) based on the grant-date fair value of the award, and to recognize that cost over the period during which the employee is required to provide service (usually the vesting period of the award). Statement 123R also requires companies to measure the cost of employee services received in exchange for an award of liability instruments (such as stock appreciation rights that will be settled in cash) based on the current fair value of the award, and to remeasure the fair value of the award at each reporting date.

The Company adopted Statement 123R effective January 1, 2006. The provisions of Statement 123R allow companies to adopt the standard using the modified prospective method or to restate all periods for which Statement 123 was effective. The Company has adopted Statement 123R using the modified prospective method, and the impact of adoption was not material.

Liberty calculated the grant-date fair value for all of its awards using the Black-Scholes Model. Liberty calculated the expected term of the awards using the methodology included in SEC Staff Accounting Bulletin No. 107. The volatility used in the calculation is based on the implied volatility of publicly traded Liberty options with a similar term (generally 20%-21%). Liberty uses the risk-free rate for Treasury Bonds with a term similar to that of the subject options and has assumed a dividend rate of zero. The Company has allocated the grant-date fair value of the Liberty awards to the Spin Off DHC Awards based on the relative trading prices of DHC and Liberty common stock after the Spin Off.

Table of Contents

DISCOVERY HOLDING COMPANY AND SUBSIDIARIES

Notes to Consolidated Financial Statements — (Continued)

Prior to the adoption of Statement 123R, the Company applied the intrinsic-value-based method of accounting prescribed by APB Opinion No. 25, to account for its fixed-plan stock options. Under this method, compensation expense was recorded on the date of grant only if the current market price of the underlying stock exceeded the exercise price and was recognized on a straight-line basis over the vesting period.

The following table illustrates the effect on net earnings for the years ended December 31, 2005 and 2004 as if the fair-value-based method of Statement 123R had been applied to all outstanding and unvested awards. Compensation expense for SARs was the same under APB Opinion No. 25 and Statement 123R. Accordingly, no pro forma adjustment for such awards is included in the following table.

	Years Ended December 31, 2005	2004
	amounts in thousands, except per share amounts	
Net earnings, as reported	$33,276	66,108
Add:		
Stock-based employee compensation expense included in reported net earnings, net of taxes	2,309	2,268
Deduct:		
Stock-based employee compensation expense determined under fair value based method for all awards, net of taxes	(8,247)	(6,247)
Pro forma net earnings	$27,338	62,129
Pro forma basic and diluted earnings per common share:		
As reported	$ .12	.24
Pro forma for fair value stock compensation	$ .10	.22

Earnings (Loss) Per Common Share

Basic earnings (loss) per common share ("EPS") is computed by dividing net earnings (loss) by the weighted average number of common shares outstanding for the period. EPS in the accompanying consolidated statements of operations is based on (1) 280,199,000 shares, which is the number of shares issued in the Spin Off, for all periods prior to the Spin Off and (2) the actual number of shares outstanding for all periods subsequent to the Spin Off. The weighted average outstanding shares for the years ended December 31, 2006 and 2005 were 279,951,000 and 279,557,000, respectively. Dilutive EPS presents the dilutive effect on a per shares basis of potential common shares as if they had been converted at the beginning of the periods presented. Due to the relative insignificance of the dilutive securities in 2006 and 2005, their inclusion does not impact the EPS amount as reported in the accompanying consolidated statements of operations.

Estimates

The preparation of the consolidated financial statements in conformity with generally accepted accounting principles in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of revenue and expenses for each reporting period. The significant estimates made in preparation of the Company's consolidated financial statements primarily relate to valuation of goodwill, other intangible assets, long-lived assets, deferred tax assets, and the amount of the allowance for doubtful accounts. Actual results could differ from the estimates upon which the carrying values were based.

Recent Accounting Pronouncements

The Financial Accounting Standards Board ("FASB") has issued interpretation No. 48, "Accounting for Uncertainty in Income Taxes — An Interpretation of FASB Statement No. 109" ("FIN 48"), regarding accounting for, and disclosure of, uncertain tax positions. FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB Statement No. 109, "Accounting for Income Taxes." FIN 48 prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting for interim periods, disclosure and transition. FIN 48 is effective for fiscal years

Table of Contents

DISCOVERY HOLDING COMPANY AND SUBSIDIARIES

Notes to Consolidated Financial Statements — (Continued)

beginning after December 15, 2006. The Company is in the process of evaluating the potential impact of the adoption of FIN 48 on its consolidated balance sheet and statements of operations and comprehensive earnings (loss), and does not believe this adoption will have a material impact.

(4) Supplemental Disclosure of Cash Flow Information

	Years Ended December 31,		
	2006	2005	2004
	amounts in thousands		
Cash paid for acquisitions:			
Fair value of assets acquired	$48,264	—	60,950
Net liabilities assumed	(1,471)	—	(17,073)
Deferred tax liability	—	—	361
Cash paid for acquisitions, net of cash acquired	$46,793	—	44,238
Cash paid during the year for income taxes	$ 1,871	1,190	1,916

(5) Investment in Discovery

The Company has a 50% ownership interest in Discovery and accounts for its investment using the equity method of accounting. Discovery is a global media and entertainment company, that provides original and purchased video programming in the United States and over 170 other countries. Discovery also develops and sells branded commerce and educational product lines in the United States.

DHC's carrying value for Discovery was $3,129,157,000 at December 31, 2006. In addition, as described in note 7, $1,771,000,000 of enterprise-level goodwill has been allocated to the investment in Discovery.

Prior to the Spin Off, it was necessary for Liberty to periodically reallocate its enterprise level goodwill due to changes in reporting units caused by transactions or by internal reorganizations. These reallocation adjustments were made based on the relative fair values of the remaining reporting units in accordance with SFAS No. 142. As a result, there was an $18,000,000 adjustment to the enterprise level goodwill allocated to DHC in 2004. Such adjustment is reflected in DHC's consolidated statement of stockholders' equity.

Summarized financial information for Discovery is as follows:

Consolidated Balance Sheets

	December 31,	
	2006	2005
	amounts in thousands	
Cash and cash equivalents	$ 52,263	34,491
Other current assets	918,373	796,878
Property and equipment	424,041	397,578
Goodwill and intangible assets	472,939	397,927
Programming rights, long term	1,253,553	1,175,988
Other assets	255,384	371,758
Total assets	$ 3,376,553	3,174,620
Current liabilities	$ 734,524	692,465
Long-term debt	2,633,237	2,590,440
Other liabilities	175,255	101,571
Mandatorily redeemable equity in subsidiaries	94,825	272,502
Stockholders' deficit	(261,288)	(482,358)
Total liabilities and stockholders' deficit	$ 3,376,553	3,174,620

Table of Contents

DISCOVERY HOLDING COMPANY AND SUBSIDIARIES

Notes to Consolidated Financial Statements — (Continued)

Consolidated Statements of Operations

	Years Ended December 31,		
	2006	2005	2004
	amounts in thousands		
Revenue	$ 3,012,988	2,671,754	2,365,346
Operating expenses	(1,120,377)	(979,765)	(846,316)
Selling, general and administrative	(1,170,187)	(1,005,351)	(856,340)
Equity-based compensation	(39,233)	(49,465)	(71,515)
Depreciation and amortization	(133,634)	(123,209)	(129,011)
Gain on sale of patent	—	—	22,007
Operating income	549,557	513,964	484,171
Interest expense	(194,227)	(184,575)	(167,420)
Other income (expense)	28,634	(7,426)	(6,930)
Income tax expense	(176,788)	(162,343)	(141,799)
Net earnings	$ 207,176	159,620	168,022
DHC's share of net earnings	$ 103,588	79,810	84,011

(6) Property and Equipment

During the year ended December 31, 2006, the Company retired approximated $95 million of fully depreciated property and equipment. Property and equipment at December 31, 2006 and 2005 consist of the following:

	2006	2005
	amounts in thousands	
Property and equipment, net:		
Land	$ 42,336	48,365
Buildings	217,210	186,389
Equipment	192,208	215,595
	451,754	450,349
Accumulated depreciation	(170,979)	(194,104)
	$ 280,775	256,245

(7) Goodwill and Other Intangible Assets

The following table provides the activity and balances of goodwill:

	Creative Services Group	Network Services Group	Discovery	Total
	amounts in thousands			
Net balance at January 1, 2005	$200,727	163,719	1,771,000	2,135,446
Foreign exchange and other	(726)	(1,202)	—	(1,928)
Net balance at December 31, 2005	200,001	162,517	1,771,000	2,133,518
Acquisition of AccentHealth, LLC	—	32,224	—	32,224
Goodwill impairment	(93,402)	—	—	(93,402)
Foreign exchange and other	—	2,449	—	2,449
Net balance at December 31, 2006	$106,599	197,190	1,771,000	2,074,789

On August 18, 2006, Ascent Media announced that it intended to streamline its structure into two global operating divisions — creative services group and network services group — to better align Ascent Media's organization with the company's strategic goals and to respond to changes within the industry driven by technology and customer requirements.

Table of Contents

DISCOVERY HOLDING COMPANY AND SUBSIDIARIES

Notes to Consolidated Financial Statements — (Continued)

The operations of the media management services group were realigned with the other two groups and the realignment was completed in the fourth quarter of 2006.

As technology and customer requirements drove changes in this industry, revenue and operating cash flows had been declining for this group. As a result of the restructuring and the declining financial performance of the media management services group, including ongoing operating losses, the media management services group was tested for goodwill impairment in the third quarter of 2006, prior to DHC's annual goodwill valuation assessment of the entire company. DHC estimated the fair value of that reporting unit principally by using trading multiples of revenue and operating cash flows of similar companies in the industry. In September 2006, Ascent Media recognized a goodwill impairment loss for the media management services group of $93,402,000, which represents the excess of the carrying value over the implied fair value of such goodwill.

Included in other assets at December 31, 2006 are amortizable intangibles with a net book value of $5,711,000 and tradename intangibles (which are not subject to amortization) of $6,040,000.

For the years ended December 31, 2006, 2005 and 2004, the Company recorded $1,494,000, $1,572,000 and $2,619,000, respectively, of amortization expense for other intangible assets.

(8) Restructuring Charges

During 2006 and 2005, the Company completed certain restructuring activities designed to improve operating efficiencies and to strengthen its competitive position in the marketplace primarily through cost and expense reductions. In connection with these integration and consolidation initiatives, the Company recorded charges of $12,092,000 and $4,112,000, respectively. The 2006 restructuring charge related primarily to severance in the Corporate and other group in the United States and United Kingdom and to the closure of facilities in the United Kingdom. The 2005 restructuring charge relates primarily to the closure and consolidation of facilities in the United Kingdom.

The following table provides the activity and balances of the restructuring reserve.

	Opening Balance	Additions	Deductions	Ending Balance
	amounts in thousands			
Excess facility costs December 31, 2004	$3,377	—	(788)	2,589
Excess facility costs December 31, 2005	$2,589	4,112	(2,718)	3,983
Severance	155	9,005	(2,896)	6,264
Excess facility costs	3,828	3,087	(2,251)	4,664
December 31, 2006	$3,983	12,092	(5,147)	10,928

(9) Acquisitions

AccentHealth

Effective January 27, 2006, one of DHC's subsidiaries acquired substantially all of the assets of AccentHealth, LLC's ("AccentHealth") healthcare media business for cash consideration of $46,793,000. AccentHealth operates an advertising-supported captive audience television network in doctor office waiting rooms nationwide. The Company recorded goodwill of $32,224,000 and other intangible assets of $9,800,000 in connection with this acquisition. Other intangible assets are included in Other assets, net on the consolidated balance sheets. The excess purchase price over the fair value of assets acquired is attributable to the growth potential of AccentHealth and expected compatibility with Ascent Media's existing network services group.

For financial reporting purposes, the acquisition is deemed to have occurred on February 1, 2006, and the results of operations of AccentHealth have been included in DHC's consolidated results as a part of the network services group since the date of acquisition. On a pro forma basis, the results of operations of AccentHealth are not significant to those of DHC.

Table of Contents

DISCOVERY HOLDING COMPANY AND SUBSIDIARIES

Notes to Consolidated Financial Statements — (Continued)

London Playout Centre

On March 12, 2004, pursuant to an Agreement for the Sale and Purchase, Ascent Media acquired all of the issued share capital of London Playout Centre Limited ("LPC") from an independent third party for a purchase price of $36,573,000 paid at closing. LPC is a UK-based television channel origination facility. The purchase was funded, in part, by proceeds from Liberty. The financial position and results of operations of LPC have been consolidated since the date of acquisition.

(10) Income Taxes

Deferred income tax assets and liabilities are computed annually for differences between the financial statement and tax bases of assets and liabilities that will result in taxable or deductible amounts in the future. Such deferred income tax asset and liability computations are based on enacted tax laws and rates applicable to periods in which the differences are expected to affect taxable income. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized. Income tax expense is the tax payable or refundable for the period plus or minus the change during the period in deferred tax assets and liabilities. Income tax benefit (expense) is as follows:

	Years Ended December 31,		
	2006	2005	2004
	amounts in thousands		
Current:			
Federal	$ (1,015)	—	—
State	(1,340)	(637)	502
Foreign	528	2,164	(3,780)
Current	(1,827)	1,527	(3,278)
Deferred:			
Federal	(33,711)	(26,402)	(25,221)
State	(7,250)	(20,743)	(7,774)
Foreign	(1,154)	(3,218)	1,303
Deferred	(42,115)	(50,363)	(31,692)
Total tax expense	$(43,942)	(48,836)	(34,970)

Components of pretax income (loss) are as follows:

	Years Ended December 31,		
	2006	2005	2004
	amounts in thousands		
Domestic	$ 16,761	76,907	96,470
Foreign	(18,829)	5,205	4,608
	$ (2,068)	82,112	101,078

Table of Contents

DISCOVERY HOLDING COMPANY AND SUBSIDIARIES

Notes to Consolidated Financial Statements — (Continued)

Income tax benefit (expense) differs from the amounts computed by applying the U.S. federal income tax rate of 35% as a result of the following:

	Years Ended December 31,		
	2006	2005	2004
	amounts in thousands		
Computed expected tax benefit (expense)	$ 724	(28,739)	(35,377)
State and local income taxes, net of federal income taxes	(4,477)	(3,976)	(5,311)
Change in valuation allowance affecting tax expense	(8,711)	1,630	3,575
Goodwill impairment not deductible for tax purposes	(26,655)	—	—
Non-deductible expenses	(2,273)	(2,361)	(476)
Change in estimated state tax rate	—	(15,263)	—
Other, net	(2,550)	(127)	2,619
Income tax expense	$(43,942)	(48,836)	(34,970)

Components of deferred tax assets and liabilities as of December 31 are as follows:

	2006	2005
	amounts in thousands	
Current assets:		
Accounts receivable reserves	$ 3,572	2,350
Accrued liabilities	12,821	14,676
	16,393	17,026
Noncurrent assets:		
Net operating loss carryforwards	61,956	59,064
Property and equipment	2,743	4,771
Intangible assets	9,497	8,249
Other	5,784	5,506
	79,980	77,590
Total deferred tax assets, gross	96,373	94,616
Valuation allowance	(96,223)	(91,235)
Total deferred tax assets, net	150	3,381
Current liabilities:		
Prepaid expenses	(139)	(818)
Other	(1,622)	(3,010)
	(1,761)	(3,828)
Noncurrent liabilities:		
Investments	(1,174,744)	(1,131,058)
Total deferred tax liabilities	(1,176,505)	(1,134,886)
Net deferred tax liability	$(1,176,355)	(1,131,505)

Table of Contents

DISCOVERY HOLDING COMPANY AND SUBSIDIARIES

Notes to Consolidated Financial Statements — (Continued)

The Company's deferred tax assets and liabilities are reported in the accompanying consolidated balance sheets as follows:

	December 31, 2006	December 31, 2005
	amounts in thousands	
Current deferred tax liabilities	$ 1,761	3,828
Long-term deferred tax liabilities, net of deferred tax assets	1,174,594	1,127,677
Net deferred tax liabilities	$1,176,355	1,131,505

At December 31, 2006, the Company has $76,080,000 and $482,579,000 in net operating loss carryforwards for federal and state tax purposes, respectively. These net operating losses expire, for federal purposes, as follows: $6,836,000 in 2021; $61,542,000 in 2022 and $7,702,000 in 2025. The state net operating losses expire at various times from 2013 through 2025. In addition, the Company has $751,000 of federal income tax credits, which may be carried forward indefinitely. The Company has $2,584,000 of state income tax credits, of which $2,342,000 will expire in the year 2012.

During the current year, management has determined that it is more likely than not that the Company will not realize the tax benefits associated with certain cumulative net operating loss carryforwards and other deferred tax assets. As such, the Company continues to maintain a valuation allowance of $96,223,000. The total valuation allowance increased $4,988,000 during the year ended December 31, 2006 as a result of an increase in deferred tax assets related to acquisitions of $733,000, an increase of current year deferred tax assets of $8,711,000 which affected tax expense, and a decrease of prior year deferred tax assets of $4,456,000 which did not affect tax expense.

During 2006, 2005 and 2004, the Company provided ($776,000), ($34,000) and $1,636,000, respectively, of U.S. tax expense for future repatriation of cash from its Asia operations pursuant to APB 23. This charge represents all undistributed earnings from Asia not previously taxed in the United States.

The Company has deficits from its United Kingdom and Mexican operations and therefore does not have any undistributed earnings subject to United States taxation.

(11) Stockholders' Equity

Preferred Stock

DHC's preferred stock is issuable, from time to time, with such designations, preferences and relative participating, optional or other rights, qualifications, limitations or restrictions thereof, as shall be stated and expressed in a resolution or resolutions providing for the issue of such preferred stock adopted by DHC's Board of Directors. As of December 31, 2006, no shares of preferred stock were issued.

Common Stock

Holders of DHC Series A common stock are entitled to one vote for each share held, and holders of DHC Series B common stock are entitled to 10 votes for each share held. Holders of DHC Series C common stock are not entitled to any voting powers, except as required by Delaware law. As of December 31, 2006, no shares of DHC Series C common stock were issued. Each share of the Series B common stock is convertible, at the option of the holder, into one share of Series A common stock.

As of December 31, 2006, there were 1,943,804 shares of DHC Series A common stock and 2,996,525 shares of DHC Series B common stock reserved for issuance under exercise privileges of outstanding stock options.

(12) Stock Options and Other Long-Term Incentive Compensation

Stock Options

On May 4, 2006, each of the non-employee directors of DHC was granted 10,000 options to purchase DHC Series A common stock with an exercise price of $14.48. Such options vest one year from the date of grant, terminate 10 years from the date of grant and had a grant-date fair value of $4.47 per share, as determined by the Black-Scholes Model.

Table of Contents

DISCOVERY HOLDING COMPANY AND SUBSIDIARIES

Notes to Consolidated Financial Statements — (Continued)

The following table presents the number and weighted average exercise price ("WAEP") of options to purchase DHC Series A and Series B common stock.

	DHC Series A Common Stock	WAEP	DHC Series B Common Stock	WAEP
Outstanding at January 1, 2006	1,937,616	$15.43	2,996,525	18.87
Granted	30,000	$14.48	—	
Exercises	(22,382)	$12.46	—	
Cancellations	(1,430)	$12.10	—	
Outstanding at December 31, 2006	1,943,804	$15.45	2,996,525	18.87
Exercisable at December 31, 2006	1,460,415	$16.18	2,876,525	18.99

As of December 31, 2006, the total compensation cost related to unvested equity awards was $1.1 million. Such amount will be recognized in DHC's consolidated statements of operations through 2009.

2006 Ascent Media Long-Term Incentive Plan

Effective August 3, 2006, Ascent Media adopted its 2006 Long-Term Incentive Plan (the "2006 Plan"). The 2006 Plan provides the terms and conditions for the grant of, and payment with respect to, Phantom Appreciation Rights ("PARs") granted to certain officers and other key personnel of Ascent Media. The value of a single PAR ("Value") is calculated as the sum of (i) 6% of cumulative free cash flow (as defined in the 2006 Plan) over a period of up to six years, divided by 500,000 plus (ii) 5% of the increase in the calculated value of Ascent Media over a baseline value determined at the time of grant, divided by 10,000,000. The 2006 Plan is administered by a committee that consists of two individuals appointed by DHC. Grants are determined by the committee, with the first grant occurring on August 3, 2006. The maximum number of PARs that may be granted under the 2006 Plan is 500,000, and there were 398,500 granted PARs as of December 31, 2006. The PARs vest quarterly over a three year period, and are payable on March 31, 2012 (or, if earlier, on the six-month anniversary of a grantee's termination of employment without cause). Ascent Media will record a liability and a charge to expense based on the Value and percent vested at each reporting period. As of December 31, 2006, the Value of the PARs was $0.

(13) Other Comprehensive Earnings (Loss)

Accumulated other comprehensive earnings (loss) included in DHC's consolidated balance sheets and consolidated statements of stockholders' equity reflect the aggregate of foreign currency translation adjustments and unrealized holding gains and losses on available-for-sale securities.

The change in the components of accumulated other comprehensive earnings (loss), net of taxes, is summarized as follows:

	Foreign Currency Translation Adjustments	Unrealized Holding Gains (losses) on Securities	Accumulated Other Comprehensive Earnings (loss), Net of Taxes
		amounts in thousands	
Balance at January 1, 2004	$ 5,236	1,439	6,675
Other comprehensive earnings	6,797	(1,162)	5,635
Balance at December 31, 2004	12,033	277	12,310
Other comprehensive loss	(14,821)	651	(14,170)
Balance at December 31, 2005	(2,788)	928	(1,860)
Other comprehensive earnings	17,922	(148)	17,774
Balance at December 31, 2006	$ 15,134	780	15,914

Table of Contents

DISCOVERY HOLDING COMPANY AND SUBSIDIARIES

Notes to Consolidated Financial Statements — (Continued)

The components of other comprehensive earnings (loss) are reflected in DHC's consolidated statements of comprehensive earnings (loss) net of taxes. The following table summarizes the tax effects related to each component of other comprehensive earnings (loss).

	Before-Tax Amount	Tax (Expense) Benefit	Net-of-Tax Amount
	amounts in thousands		
Year ended December 31, 2006:			
Foreign currency translation adjustments	$ 29,648	(11,726)	17,922
Unrealized holding gains on securities arising during period	(245)	97	(148)
Other comprehensive earnings	$ 29,403	(11,629)	17,774
Year ended December 31, 2005:			
Foreign currency translation adjustments	$ (24,518)	9,697	(14,821)
Unrealized holding gains on securities arising during period	1,077	(426)	651
Other comprehensive loss	$ (23,441)	9,271	(14,170)
Year ended December 31, 2004:			
Foreign currency translation adjustments	$ 11,143	(4,346)	6,797
Unrealized holding losses on securities arising during period	(1,905)	743	(1,162)
Other comprehensive earnings	$ 9,238	(3,603)	5,635

(14) Employee Benefit Plans

Ascent Media offers a 401(k) defined contribution plan covering most of its full-time domestic employees not eligible to participate in the Motion Picture Industry Pension and Health Plan (MPIPHP), a multi-employer defined benefit pension plan. Contributions to the MPIPHP are determined in accordance with the provisions of negotiated labor contracts and generally are based on the number of hours worked. Ascent Media also sponsors a pension plan for eligible employees of its foreign subsidiaries. Employer contributions are determined by Ascent Media's board of directors. The plans are funded by employee and employer contributions. Total pension plan expenses for the years ended December 31, 2006, 2005 and 2004 were $7,868,000, $7,109,000 and $6,485,000, respectively.

(15) Commitments and Contingencies

Future minimum lease payments under scheduled operating leases, which are primarily for buildings, equipment and real estate, having initial or remaining noncancelable terms in excess of one year are as follows (in thousands):

Year ended December 31:	
2007	$32,058
2008	$29,156
2009	$27,645
2010	$24,590
2011	$19,436
Thereafter	$59,144

Rent expense for noncancelable operating leases for real property and equipment was $31,355,000, $31,643,000 and $26,487,000 for the years ended December 31, 2006, 2005 and 2004, respectively. Various lease arrangements contain options to extend terms and are subject to escalation clauses.

At December 31, 2006, the Company is committed to compensation under long-term employment agreements with its certain executive officers of Ascent Media as follows: 2007, $1,815,000; 2008, $1,760,000; and 2009, $1,565,000.

On December 31, 2003, Ascent Media acquired the operations of Sony Electronic's systems integration center business and related assets, which we refer to as SIC. In exchange, Sony received the right to be paid in 2008 an amount equal to 20% of the value of the combined business of Ascent Media's wholly owned subsidiary, AF Associates, Inc. and

Table of Contents

DISCOVERY HOLDING COMPANY AND SUBSIDIARIES

Notes to Consolidated Financial Statements — (Continued)

SIC. The value of 20% of the combined business of AF Associates and SIC is estimated at $6,100,000. SIC is included in Ascent Media's network services group.

The Company is involved in litigation and similar claims incidental to the conduct of its business. In management's opinion, none of the pending actions is likely to have a material adverse impact on the Company's financial position or results of operations.

(16) Related Party Transactions

Certain third-party general and administrative and spin off related costs were paid by Liberty on behalf of the Company prior to the Spin Off and reflected as expenses in the accompanying consolidated statements of operations. In addition, certain general and administrative expenses are charged by Liberty to DHC pursuant to the Services Agreement. Such expenses aggregated $2,260,000 and $5,948,000 for the years ended December 31, 2006 and 2005, respectively.

Ascent Media provides services, such as satellite uplink, systems integration, origination, and post-production, to Discovery. Revenue recorded by Ascent Media for these services for the years ended December 31, 2006, 2005 and 2004 aggregated $33,741,000, $34,189,000 and $41,785,000, respectively.

(17) Information About Operating Segments

The Company's chief operating decision maker, or his designee (the "CODM"), has identified the Company's reportable segments based on (i) financial information reviewed by the CODM and (ii) those operating segments that represent more than 10% of the Company's combined revenue or earnings before taxes. In addition, those equity investments whose share of earnings represent more than 10% of the Company's earnings before taxes are considered reportable segments.

Based on the foregoing criteria, the Company's business units have been aggregated into three reportable segments: the creative services group and the network services group, which are operating segments of Ascent Media, and Discovery, which is an equity affiliate. Corporate related items and unallocated income and expenses are reflected in the Corporate and other column listed below. As a product of our segment restructuring, the segment presentation for prior periods has been conformed to the current period segment presentation.

The creative services group provides various technical and creative services necessary to complete principal photography into final products, such as feature films, movie trailers, documentaries and independent films, episodic television, TV movies and mini-series, television commercials, music videos, interactive games and new digital media, promotional and identity campaigns and corporate communications. These services are referred to generally in the entertainment industry as "post-production" services. In addition, the creative services group provides a full complement of facilities and services necessary to optimize, archive, manage and repurpose completed media assets for global distribution via freight, satellite, fiber and the Internet. The network services group provides broadcast services, which are comprised of services necessary to assemble and distribute programming for cable and broadcast networks via fiber and satellite to viewers in North America, Europe, Asia and Latin America. Additionally, the networks services group provides systems integration, design, consulting, engineering and project management services.

The accounting policies of the segments that are consolidated entities are the same as those described in the summary of significant accounting policies and are consistent with GAAP.

The Company evaluates the performance of these operating segments based on financial measures such as revenue and operating cash flow. The Company defines operating cash flow as revenue less cost of services and selling, general and administrative expenses (excluding stock and other equity-based compensation and accretion expense on asset retirement obligations). The Company believes this is an important indicator of the operational strength and performance of its businesses, including the businesses' ability to service debt and capital expenditures. In addition, this measure allows management to view operating results and perform analytical comparisons and identify strategies to improve performance. This measure of performance excludes depreciation and amortization, stock and other equity-based compensation, accretion expense on asset retirement obligations and restructuring and impairment charges that are included in the measurement of operating income pursuant to GAAP. Accordingly, operating cash flow should be considered in addition to, but not as a substitute for, operating income, cash flow provided by operating activities and other measures of financial performance prepared in accordance with GAAP.

Table of Contents

DISCOVERY HOLDING COMPANY AND SUBSIDIARIES

Notes to Consolidated Financial Statements — (Continued)

The Company's reportable segments are strategic business units that offer different products and services. They are managed separately because each segment requires different technologies, distribution channels and marketing strategies.

Summarized financial information concerning the Company's reportable segments is presented in the following tables:

	Consolidated Reportable Segments				
	Creative Services Group	Network Services Group(1)	Corporate and Other	Consolidated Total	Equity Affiliate-Discovery
	amounts in thousands				
Year ended December 31, 2006					
Revenue from external customers	$417,876	270,211	—	688,087	3,012,988
Operating cash flow	$ 52,554	49,522	(43,347)	58,729	722,424
Capital expenditures	$ 27,126	44,331	6,084	77,541	90,138
Depreciation and amortization	$ 38,661	23,055	6,213	67,929	133,634
Total assets	$410,313	382,848	5,077,821	5,870,982	3,376,553
Year ended December 31, 2005					
Revenue from external customers	$421,797	272,712	—	694,509	2,671,754
Operating cash flow	$ 70,708	55,877	(47,960)	78,625	686,638
Capital expenditures	$ 47,179	38,476	4,871	90,526	99,684
Depreciation and amortization	$ 38,644	27,046	10,687	76,377	123,209
Total assets	$470,213	323,558	5,025,465	5,819,236	3,174,620
Year ended December 31, 2004					
Revenue from external customers	$405,026	226,189	—	631,215	2,365,346
Operating cash flow	$ 72,903	62,537	(37,645)	97,795	662,690
Capital expenditures	$ 22,810	23,123	3,359	49,292	88,100
Depreciation and amortization	$ 38,776	27,074	11,755	77,605	129,011
Total assets	$469,930	294,599	4,800,299	5,564,828	3,235,686

(1) Included in Network Services Group revenue is broadcast services revenue of $158,151,000, $149,568,000 and $136,680,000 and systems integration revenue of $112,060,000, $123,144,000 and $89,509,000 in 2006, 2005 and 2004, respectively.

The following table provides a reconciliation of segment operating cash flow to earnings (loss) before income taxes.

	Years Ended December 31,		
	2006	2005	2004
	amounts in thousands		
Segment operating cash flow	$ 58,729	78,625	97,795
Stock-based compensation	(1,817)	(4,383)	(2,775)
Restructuring and other charges	(12,092)	(4,112)	—
Depreciation and amortization	(67,929)	(76,377)	(77,605)
Impairment of goodwill	(93,402)	—	(51)
Share of earnings of Discovery	103,588	79,810	84,011
Other, net	10,855	8,549	(297)
Earnings (loss) before income taxes	$ (2,068)	82,112	101,078

Table of Contents

DISCOVERY HOLDING COMPANY AND SUBSIDIARIES

Notes to Consolidated Financial Statements — (Continued)

Information as to the Company's operations in different geographic areas is as follows:

	Years Ended December 31, 2006	2005	2004
	amounts in thousands		
Revenue			
United States	$535,792	525,288	460,070
United Kingdom	129,540	149,928	148,002
Other countries	22,755	19,293	23,143
	$688,087	694,509	631,215
Property and equipment, net			
United States	$184,052	163,073	
United Kingdom	70,363	65,017	
Other countries	26,360	28,155	
	$280,775	256,245	

(18) Quarterly Financial Information (Unaudited)

	1st Quarter	2nd Quarter	3rd Quarter	4th Quarter
	amounts in thousands, except per share amounts			
2006:				
Revenue	$153,568	165,789	169,876	198,854
Operating loss	$ (2,857)	(6,252)	(97,350)	(8,678)
Net earnings (loss)	$ 11,615	13,734	(76,633)	5,274
Basic and diluted net earnings (loss) per common share	$ .04	.05	(.27)	.02
2005:				
Revenue	$174,290	178,019	167,934	174,266
Operating income (loss)	$ 2,877	(4,982)	(1,403)	2,106
Net earnings	$ 16,825	4,027	1,189	11,235
Basic and diluted net earnings per common share	$ .06	.01	—	.04

Table of Contents

PART III.

The following required information is incorporated by reference to our definitive proxy statement for our 2007 Annual Meeting of Stockholders presently scheduled to be held in the second quarter of 2007:

Item 10. Directors, Executive Officers and Corporate Governance

Item 11. Executive Compensation

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Item 13. Certain Relationships and Related Transactions, and Director Independence

Item 14. Principal Accounting Fees and Services

We will file our definitive proxy statement for our 2007 Annual Meeting of stockholders with the Securities and Exchange Commission on or before April 30, 2007.

Table of Contents

PART IV.

Item 15. ***Exhibits and Financial Statement Schedules.***

(a) (1) Financial Statements

Included in Part II of this Report:

(a) (2) Financial Statement Schedules

Included in Part IV of this Report:

(i) All schedules have been omitted because they are not applicable, not material or the required information is set forth in the financial statements or notes thereto.

(ii) Separate financial statements for Discovery Communications, Inc.:

(a) (3) Exhibits

Listed below are the exhibits which are filed as a part of this Report (according to the number assigned to them in Item 601 of Regulation S-K):

2 — Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession:
- 2.1 Reorganization Agreement among Liberty Media Corporation, Discovery Holding Company ("DHC") and Ascent Media Group, Inc. (incorporated by reference to Exhibit 2.1 to DHC's Registration Statement on Form 10, dated July 15, 2005 (File No. 000-51205) (the "Form 10")).

3 — Articles of Incorporation and Bylaws:
- 3.1 Restated Certificate of Incorporation of DHC (incorporated by reference to Exhibit 3.1 to the Form 10).
- 3.2 Bylaws of DHC (incorporated by reference to Exhibit 3.2 to the Form 10).

4 — Instruments Defining the Rights of Securities Holders, including Indentures:
- 4.1 Specimen Certificate for shares of the Series A common stock, par value $.01 per share, of DHC (incorporated by reference to Exhibit 4.1 to the Form 10).
- 4.2 Specimen Certificate for shares of the Series B common stock, par value $.01 per share, of DHC (incorporated by reference to Exhibit 4.2 to the Form 10).
- 4.3 Rights Agreement between DHC and EquiServe Trust Company, N.A., as Rights Agent (incorporated by reference to Exhibit 4.3 to the Form 10).

Table of Contents

10 — Material Contracts:

10.1 The Shareholders Agreement, dated as of November 30, 1991 (the "Stockholders' Agreement"), by and among Discovery Communications, Inc. ("Discovery"), Cox Discovery, Inc. ("Cox"), NewsChannels TDC Investments, Inc. ("NewChannels"), TCI Cable Education, Inc. ("TCID") and John S. Hendricks ("Hendricks") (incorporated by reference to Exhibit 10.1 to the Form 10).

10.2 First Amendment to the Stockholders' Agreement, dated as of December 20, 1996, by and among Discovery, Cox Communications Holdings, Inc. (the successor to Cox), Newhouse Broadcasting Corporation (the successor to NewChannels), TCID, Hendricks and for the purposes stated therein only, LMC Animal Planet, Inc. ("LMC") and Liberty Media Corporation, a Colorado corporation ("Liberty") (incorporated by reference to Exhibit 10.2 to the Form 10).

10.3 Second Amendment to the Stockholders' Agreement, dated as of September 7, 2000, by and among Discovery, Cox Communications Holdings, Inc. (the successor to Cox), Advance/Newhouse Programming Partnership (the successor to NewChannels), LMC Discovery, Inc. (formerly known as TCID) and Hendricks (incorporated by reference to Exhibit 10.3 to the Form 10).

10.4 Third Amendment to the Stockholders' Agreement, dated as of September, 2001, by and among Discovery, Cox, NewChannels, TCID, Hendricks and Advance Programming Holdings Corp. (incorporated by reference to Exhibit 10.4 to the Form 10).

10.5 Fourth Amendment to the Stockholders' Agreement, dated as of June 23, 2003, by and among Discovery, Cox NewChannels, TCID, Liberty Animal, Inc. (the successor in interest to LMC) for the purposes stated in the First Amendment to the Stockholders' Agreement, and Hendricks (incorporated by reference to Exhibit 10.5 to the Form 10).

10.6 Form of Tax Sharing Agreement between Liberty Media Corporation and DHC (incorporated by reference to Exhibit 10.6 to the Form 10).

10.7 Discovery Holding Company 2005 Incentive Plan (incorporated by reference to Exhibit 10.7 to the Form 10).

10.8 Discovery Holding Company 2005 Non-Employee Director Plan (incorporated by reference to Exhibit 10.8 to the Form 10).

10.9 Discovery Holding Company Transitional Stock Adjustment Plan (incorporated by reference to Exhibit 10.9 to the Form 10).

10.10 Agreement between DHC and John C. Malone (incorporated by reference to Exhibit 10.10 to the Form 10).

10.11 Agreement, dated June 24, 2005, between Discovery and DHC (incorporated by reference to Exhibit 10.11 to the Form 10).

10.12 Indemnification Agreement, dated as of June 24, 2005, between Cox and DHC (incorporated by reference to Exhibit 10.12 to the Form 10).

10.13 Indemnification Agreement, dated as of June 24, 2005, between NewChannels and DHC (incorporated by reference to Exhibit 10.13 to the Form 10).

10.14 Form of Indemnification Agreement with Directors and Executive Officers (incorporated by reference to Exhibit 10.14 to the Form 10).

21 — Subsidiaries of Discovery Holding Company, filed herewith.

23.1 Consent of KPMG LLP, filed herewith.

23.2 Consent of PricewaterhouseCoopers LLP, filed herewith.

31.1 Rule 13a-14(a)/15d — 14(a) Certification, filed herewith.

31.2 Rule 13a-14(a)/15d — 14(a) Certification, filed herewith.

31.3 Rule 13a-14(a)/15d — 14(a) Certification, filed herewith.

32 — Section 1350 Certification, filed herewith.

Table of Contents

Report of Independent Registered Public Accounting Firm

To the Board of Directors and Stockholders of
Discovery Communications, Inc.:

In our opinion, the accompanying consolidated balance sheets and related consolidated statements of operations, of changes in stockholders' deficit, and of cash flows, present fairly, in all material respects, the consolidated financial position of Discovery Communications, Inc. and its subsidiaries at December 31, 2006 and December 31, 2005, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2006 in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

/s/PricewaterhouseCoopers LLP
McLean, Virginia
February 23, 2007

Table of Contents

DISCOVERY COMMUNICATIONS, INC.

Consolidated Balance Sheets

	December 31, 2006	December 31, 2005
	in thousands, except share data	
ASSETS		
Current assets		
Cash and cash equivalents	$ 52,263	34,491
Accounts receivable, less allowances of $25,175 and $35,079	657,552	565,407
Inventories	35,716	30,714
Deferred income taxes	76,156	88,765
Content rights, net	64,395	55,125
Other current assets	84,554	56,867
Total current assets	970,636	831,369
Property and equipment, net	424,041	397,578
Content rights, net, less current portion	1,253,553	1,175,988
Deferred launch incentives	207,032	255,259
Goodwill	365,266	254,989
Intangibles, net	107,673	142,938
Investments in and advances to unconsolidated affiliates	15,564	11,528
Deferred income taxes	—	69,316
Other assets	32,788	35,655
TOTAL ASSETS	$3,376,553	3,174,620
LIABILITIES AND STOCKHOLDERS' DEFICIT		
Current liabilities		
Accounts payable and accrued liabilities	$ 316,804	283,326
Accrued payroll and employee benefits	122,431	88,000
Launch incentives payable	17,978	22,655
Content rights payable	57,694	97,075
Current portion of long-term incentive plan liabilities	43,274	20,690
Current portion of long-term debt	7,546	6,470
Income taxes payable	55,264	51,226
Unearned revenue	68,339	89,803
Other current liabilities	45,194	33,220
Total current liabilities	734,524	692,465
Long-term debt, less current portion	2,633,237	2,590,440
Derivative financial instruments, less current portion	8,282	18,592
Launch incentives payable, less current portion	10,791	21,910
Long-term incentive plan liabilities, less current portion	41,186	25,380
Content rights payable, less current portion	3,846	4,380
Deferred income taxes	46,289	—
Other liabilities	64,861	31,309
Total liabilities	3,543,016	3,384,476
Mandatorily redeemable interests in subsidiaries	94,825	272,502
Commitments and contingencies		
Stockholders' deficit		
Class A common stock; $.01 par value; 100,000 shares authorized; 51,119 shares issued, less 719 shares of treasury stock	1	1
Class B common stock; $.01 par value; 60,000 shares authorized; 50,615 shares issued and held in treasury stock	—	—
Additional paid-in capital	21,093	21,093
Accumulated deficit	(306,135)	(513,311)
Accumulated other comprehensive income	23,753	9,859
Total stockholders' deficit	(261,288)	(482,358)
TOTAL LIABILITIES AND STOCKHOLDERS' DEFICIT	$3,376,553	3,174,620

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

DISCOVERY COMMUNICATIONS, INC.

Consolidated Statements of Operations

	Year Ended December 31,		
	2006	2005	2004
		in thousands	
OPERATING REVENUE			
Advertising	$1,243,500	1,187,823	1,133,807
Distribution	1,434,901	1,198,686	976,362
Other	334,587	285,245	255,177
Total operating revenue	3,012,988	2,671,754	2,365,346
Cost of revenue, exclusive of depreciation shown below	1,120,377	979,765	846,316
Selling, general & administrative	1,209,420	1,054,816	927,855
Depreciation & amortization	133,634	123,209	129,011
Gain on sale of long-lived asset	—	—	(22,007)
Total operating expenses	2,463,431	2,157,790	1,881,175
INCOME FROM OPERATIONS	549,557	513,964	484,171
OTHER INCOME (EXPENSE)			
Interest, net	(194,227)	(184,575)	(167,420)
Realized and unrealized gains from derivative instruments, net	22,558	22,499	45,540
Minority interests in consolidated subsidiaries	(2,451)	(43,696)	(54,940)
Equity in earnings of unconsolidated affiliates	7,060	4,660	171
Other, net	1,467	9,111	2,299
Total other expense, net	(165,593)	(192,001)	(174,350)
INCOME BEFORE INCOME TAXES	383,964	321,963	309,821
Income tax expense	176,788	162,343	141,799
NET INCOME	$ 207,176	159,620	168,022

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

DISCOVERY COMMUNICATIONS, INC.

Consolidated Statements of Cash Flows

	Year Ended December 31,		
	2006	2005	2004
		in thousands	
OPERATING ACTIVITIES			
Net income	$ 207,176	159,620	168,022
Adjustments to reconcile net income to cash provided by operations			
Depreciation and amortization	133,634	123,209	129,011
Amortization of deferred launch incentives and representation rights	77,778	83,411	107,757
Provision for losses on accounts receivable	3,691	12,217	959
Expenses arising from long-term incentive plans	39,233	49,465	71,515
Equity in earnings of unconsolidated affiliates	(7,060)	(4,660)	(171)
Deferred income taxes	108,903	109,383	105,522
Realized and unrealized gains on derivative financial instruments, net	(22,558)	(22,499)	(45,540)
Non-cash minority interest charges	2,451	43,696	54,940
Gain on sale of investments	(1,467)	(12,793)	—
Gain on sale of long-lived assets	—	—	(22,007)
Other non-cash (income) charges	2,447	9,675	(2,681)
Changes in assets and liabilities, net of business combinations			
Accounts receivable	(84,598)	(37,207)	(60,841)
Inventories	(4,560)	1,853	4,555
Other assets	(7,434)	(18,748)	(3,711)
Content rights, net of payables	(84,377)	(108,155)	(122,433)
Accounts payable and accrued liabilities	73,646	47,913	55,734
Representation rights	93,233	(6,000)	(479)
Deferred launch incentives	(49,386)	(35,731)	(74,696)
Long-term incentive plan liabilities	(841)	(325,756)	(240,752)
Cash provided by operations	479,911	68,893	124,704
INVESTING ACTIVITIES			
Acquisition of property and equipment	(90,138)	(99,684)	(88,100)
Business combinations, net of cash acquired	(194,905)	(400)	(17,218)
Purchase of intangibles	—	(583)	—
Investments in and advances to unconsolidated affiliates	—	(363)	(17,433)
Redemption of interests in subsidiaries	(180,000)	(92,874)	(148,880)
Proceeds from sale of investments	1,467	14,664	—
Proceeds from sale of long-lived assets	—	—	22,007
Cash used by investing activities	(463,576)	(179,240)	(249,624)
FINANCING ACTIVITIES			
Proceeds from issuance of long-term debt	316,813	1,785,955	1,848,000
Principal payments of long-term debt	(307,030)	(1,697,068)	(1,699,215)
Deferred financing fees	(1,144)	(4,810)	(8,499)
Contributions from minority shareholders	—	603	3,146
Other financing	(9,963)	32,153	(30,840)
Cash (used) provided by financing activities	(1,324)	116,833	112,592
Effect of exchange rate changes on cash	2,761	3,723	2,535
CHANGE IN CASH AND CASH EQUIVALENTS	17,772	10,209	(9,793)
Cash and cash equivalents, beginning of year	34,491	24,282	34,075
CASH AND CASH EQUIVALENTS, END OF YEAR	$ 52,263	34,491	24,282

The accompanying notes are an integral part of these consolidated financial statements.

Table of Contents

DISCOVERY COMMUNICATIONS, INC.

Consolidated Statements of Changes in Stockholders' Deficit

	Class A At Par	Class A Redeemable	Additional Paid-In Capital	Accumulated Deficit	Other Comprehensive Income (Loss): Foreign Currency Translation	Other Comprehensive Income (Loss): Unrealized Gain (Loss) on Investments	Other Comprehensive Income (Loss): Unamortized Gain on Derivatives	TOTAL
				in thousands				
Balance, December 31, 2003	$ 1	—	21,093	(840,953)	14,323	3,771	—	(801,765)
Comprehensive income								
Net income				168,022				
Foreign currency translation, net of tax of $5.2 million					8,409			
Unrealized loss on investments, net of tax of $1.7 million						(2,592)		
Total comprehensive income								173,839
Balance, December 31, 2004	$ 1	—	21,093	(672,931)	22,732	1,179	—	(627,926)
Comprehensive income								
Net income				159,620				
Foreign currency translation, net of tax of $9.6 million					(16,017)			
Unrealized loss on investments, net of tax of $0.1 million						(101)		
Unamortized gain on cash flow hedge, net of tax of $1.3 million							2,066	
Total comprehensive income								145,568
Balance, December 31, 2005	$ 1	—	21,093	(513,311)	6,715	1,078	2,066	(482,358)
Comprehensive income								
Net income				207,176				
Foreign currency translation, net of tax of $8.8 million					14,458			
Unrealized loss on investments, net of tax of $0.2 million						(355)		
Amortization of gain on cash flow hedge, net of tax of $0.1 million							(209)	
Total comprehensive income								221,070
Balance, December 31, 2006	$ 1	—	21,093	(306,135)	21,173	723	1,857	(261,288)

The accompanying notes are an integral part of these consolidated financial statements.