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**REDACTED – FOR PUBLIC INSPECTION
IN MB DOCKET NO. 07-18 before the Federal Communications Commission**

October 1, 2007

Via Hand Delivery

Ms. Marlene H. Dortch
Office of the Secretary
Federal Communications Commission
445 12th Street, S.W.
Washington, DC 20554

FILED/ACCEPTED

OCT - 1 2007

Federal Communications Commission
Office of the Secretary

ORIGINAL

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

Dear Ms. Dortch:

In response to the request of the Commission Staff, Liberty Media Corporation ("Liberty Media") is submitting, with this letter, two copies of the revised List of Privileged Documents. As further requested by the Commission staff, Liberty Media has included the following additional information: number of pages in withheld document; designation of request to which document is responsive; identification of counsel (each by an asterisk); and further clarification of claimed privilege.

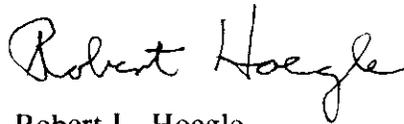
Liberty Media has designated as **CONFIDENTIAL INFORMATION - SUBJECT TO PROTECTIVE ORDER IN MB DOCKET NO. 07-18 before the Federal Communications Commission**, redacted for public inspection. Liberty Media will make the Stamped Confidential Document available for inspection in accordance with the Protective Orders at the offices of Nelson, Mullins, Riley & Scarborough LLP at the above address. Please contact Thomas Bardo, Esquire ((202) 712-2817) to make arrangements for such inspection.

No. of Copies rec'd 042
List ABCDE

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If you have any questions regarding the enclosures, please contact me.

Respectfully submitted,



Robert L. Hoegle
Nelson Mullins Riley & Scarborough LLP
Counsel for Liberty Media Corporation

RLH:kjk
Enclosures

cc: Rosemary Harold, Rosemary.Harold@fcc.gov (w/o encls.)
Sarah Whitesell, Sarah.Whitesell@fcc.gov (w/o encls.)
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Marilyn Simon, Marilyn.Simon@fcc.gov (w/o encls.)

LIST OF PRIVILEGED DOCUMENTS – LIBERTY MEDIA CORPORATION
MB DOCKET NO. 07-18

1. Document Type: Draft Agreement
Date: 6/05
To: N/A
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege – Privileged and Confidential Attorney Draft
Pages: 29
Request: I.D.

2. Document Type: Memorandum
Date: 7/12/05
To: LMC Board of Directors
From: Charles Tanabe*
Copyees: N/A
Subject: [REDACTED]
Privilege: Attorney/Client Privilege – Privileged and Confidential Attorney
Communication
Pages: 2
Request: I.D.

3. Document Type: Memorandum
Date: 8/05/05
To: Laura Baldi; Julie Ballantine; Dob Bennett; Gary Blaylock; Mark Burton; Mark Carleton; Glenn Curtis; Lynn Della-Betta; Neal Dermer; Dan Dorenkamp; Mike Erickson; Dave Flowers; Barb Garner; John Malone; John Orr; Albert Rosenthaler; Chris Shean; Maureen Sturgeon; Charles Tanabe*; Debbie Watkins; Brian Wendling; Tony Werner; Michael Zeisser; Lee Charles; Marc Leaf*; Buzz McGrath*; Bob Murray*; Renee Wilm*; Peggy Knight*; Steve Miller; Ellen Rosenblum; Cindy Lionberger; Arnold Hoy; Steve Tucker

From: Katherine Beckes, Sherman and Howard*

Copyees: Lynn Della Betta

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication

Pages: 14

Request: I.D.

4. Document Type: Email

Date: 3/30/07

To: Dob Bennett; Donne Fisher; Paul Gould; Greg Maffei; Lavoy Robison; Larry Romrell; David Wargo; Charles Tanabe*; Mark Carleton, Dave Flowers, Bill Fitzgerald; Albert Rosenthaler; Chris Shean; Michael Zeisser; Gary Blaylock; Mark Burton; Neal Dermer; John Orr; Brian Wendling; Marty Flessner; Penny Walsh; Carole Buglewicz; Laura Bladi; Dan Dorenkamp; Pat Beckley; Tim Lenneman; Dave Flemming; Craig Troyer*; Theresa Monahan; Debbie Anderssen; Maureen Sturgeon; Julie Ballantine; Reggie Salazar

From: Pamela Coe*

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication

Pages: 1

Request: I.D.

5. Document Type: Email with Attachments

Date: 7/20/05

To: Albert Rosenthaler

From: Charles Tanabe*

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication/Attorney Draft

Pages: 1 with two attachments of 15 and 19 pages

Request: I.D.

6. Document Type: Letter

Date: 12/19/06

To: Charles Tanabe*

From: Joanne Norris*

Copyees: Pam Coe*; Craig Troyer*

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication

Pages: 9

Request: II.H.

7. Document Type: Email with Attachments

Date: 7/28/05

To: John Winter*

From: Marc Leaf*

Copyees: Mark Burton

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication/Attorney Draft

Pages: 1 with two attachments of 15 and 17 pages

Request: I.D.

8. Document Type: Email with Attachments

Date: 8/15/05

To: Mark Burton; Charles Tanabe*

From: Jake Sabat*

Copyees: Marc Leaf*; John Winter*

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication/Attorney Draft

Pages: 1 with three attachments of 4, 2 and 4 pages

Request: I.D.

9. Document Type: Email with Attachments

Date: 8/22/05

To: Charles Tanabe*

From: Katherine Beckes*

Copyees: Theresa Monahan; Mark Burton

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication/Attorney Drafts

Pages: 1 with five attachments of 8 pages each

Request: I.D.

10. Document Type: Email with Attachments

Date: 8/25/05

To: Charles Tanabe*

From: Katherine Beckes*

Copyees: Mark Burton

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication/Attorney Drafts

Pages: 1 with attachments of 8 and 10 pages

Request: I.D.

11. Document Type: Email

Date: 7/19/05

To: Marc Leaf*

From: Mark Burton

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication

Pages: 1

Request: I.D.

12. Document Type: Letter via Email

Date: 5/2/07

To: Mark Carleton

From: Robert Hoegle*

Copyees: Charles Tanabe*

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication

Pages: 6

Request: III.D.

13. Document Type: Email with Attachment

Date: 5/2/07

To: Mark Carleton

From: Robert Hoegle*

Copyees: Charles Tanabe*; Tim Fitzgibbon*

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication

Pages: 1 with attachment of 6 pages

Request: III.D.

14. Document Type: Email with Attachment

Date: 5/4/07

To: Mark Carleton

From: Tim Fitzgibbon*

Copyees: Charles Tanabe*; Robert Hoegle*

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication

Pages: 1 with attachments of 4 pages

Request: III.D.

15. Document Type: Email with Attachment

Date: 5/10/07

To: Charles Tanabe*; Liz Markowski*; Craig Troyer*

From: Peter Zolintakis

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication

Pages: 1 with attachment of 2 pages

Request: I.D.

16. Document Type: Email

Date: 5/10/07

To: Peter Zolintakis; Charles Tanabe*; Liz Markowski*

From: Craig Troyer*

Copyees: Marty Flessner; Richard Piatas; Peter Zolintakis

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication

Pages: 1

Request: I.D.

17. Document Type: Email

Date: 5/24/2007

To: Mark Burton; Theresa Monahan

From: Pamela Coe*

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication

Pages: 1

Request: I.D.

18. Document Type: Email

Date: 8/22/06

To: Mark Carleton; Charles Tanabe*; Neal Dermer

From: Greg Maffei

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Communication
Confirming Attorney's Advice

Pages: 1

Request: I.D and IV.A.

19. Document Type: Email

Date: 6/28/2007

To: Chris Shean; Theresa Monahan; Charles Tanabe*; Carole Buglewicz

From: Greg Maffei

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Communication
Requesting Attorney's Advice

Pages: 1

Request: I.D.

20. Document Type: Email

Date: 4/16/2007

To: Greg Maffei

From: Robert Clasen

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Communication
Reviewing Discussion with Counsel

Pages: 1

Request: H.G.

21. Document Type: Email

Date: 4/06/2007

To: Renee Wilm*; Pamela Coe*

From: Charles Tanabe*

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication

Pages: 1

Request: I.D.

22. Document Type: Email

Date: 4/26/2007

To: Charles Tanabe*

From: Pamela Coe*

Copyees: Renee Wilm*

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication

Pages: 2

Request: I.D.

23. Document Type: Email with Attachments

Date: 3/22/2007

To: Charles Tanabe*

From: Frederick McGrath*

Copyees: John Winter*; Jonathan Gordon*

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication/Attorney Draft

Pages: 1 with two attachments of 4 and 5 pages

Request: I.D.

24. Document Type: Email with Attachment

Date: 3/13/2007

To: Debbie Anderssen

From: Craig Troyer*

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication

Pages: 1 with attachment of 1 Page

Request: I.E.

25. Document Type: Email with Attachments

Date: 3/15/2007

To: Charles Tanabe*; Pamela Coe*; Craig Troyer*; Chris Shean; Mark Burton; Julie Ballantine; Debbie Anderssen

From: Renee Wilm*

Copyees: Robert Murray*; Jake Sabat*; Frederick McGrath*

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication/Attorney Drafts

Pages: 1 with two attachments of 44 and 48 pages

Request: I.D.

26. Document Type: Email with Attachment

Date: 3/14/2007

To: Charles Tanabe*; Pamela Coe*; Craig Troyer*; Chris Shean; Mark Burton; Julie Ballantine; Debbie Anderssen

From: Renee Wilm*

Copyees: Robert Murray*; Jake Sabat*

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney
Communication/Attorney Drafts

Pages: 1 with attachment of 44 pages

Request: I.D.

27. Document Type: Email with Attachments

Date: 3/01/2007

To: Paul Wissman; Arnold Hoy; Wade Haufschild; Jessica Hoge; Linsey Graves;
Renee Wilm*; Charles Tanabe*; Craig Troyer*; Dave Flowers

From: Mark Burton

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Communication
Requesting Attorney Advice/Drafts

Pages: 1 with five attachments of 18, 14, 33, 2 and 12 pages

Request: I.D.

28. Document Type: Email with Attachment

Date: 1/30/2007

To: Charles Tanabe*; Craig Troyer*

From: Mark Burton

Copyees: NA

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Communication
Requesting Attorney Advice/Drafts

Pages: 1 with attachment of 28 pages

Request: I.E. and II.G.

29. Document Type: Email with Attachment

Date: 12/14/2006

To: Craig Tanabe*

From: Joanne Norris*

Copyees: Craig Troyer*; Pamela Coe*; Joseph Davis; James McMaster; Matthew Tomb; AnaLisa Valle; Rebecca Williams*; Brayton Dresser*; Jonathan Gordon*; Frederick McGrath*; John Winter*; Peggy Knight*

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney Communication

Pages: 1 with attachment of 14 pages

Request: II.H.

30. Document Type: Draft Report Section

Date: 1/08/2007

To: Brian Wendling

From: Baker Botts*

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Attorney Draft

Pages: 8

Request: I.D.

31. Document Type: Email

Date: 1/08/2007

To: Greg Maffei

From: Chris Shean

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Communication Relating Advice of Counsel

Pages: 1

Request: I.D.

32. Document Type: Email

Date: 4/30/07

To: Greg Maffei

From: Mark Carleton

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Communication
Relating Advice of Counsel

Pages: 1

Request: III.D.

33. Document Type: Email

Date: 4/06/2007

To: Renee Wilm*; Pamela Coe*

From: Charles Tanabe

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney
Communication

Pages: 1

Request: I.D.

34. Document Type: Email

Date: 2/08/2007

To: Tim Fitzgibbon*

From: Charles Tanabe*

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney
Communication

Pages: 1

Request: I.E.

35. Document Type: Email with Attachments

Date: 10/23/2006

To: Theresa Monahan

From: Charles Tanabe*

Copyees: Craig Troyer*

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney
Communication/Attorney Drafts

Pages: 1 with four attachments of 3, 8, 2 and 2 pages

Request: I.D.

36. Document Type: Email

Date: 10/11/2006

To: Greg Maffei

From: Charles Tanabe*

Copyees: N/A

Subject: [REDACTED]

Privilege: Attorney/Client Privilege - Privileged and Confidential Attorney
Communication

Pages: 1

Request: I.D.